

# Ohio Common Ground

## Draft Bylaws Executive Summary

Ohio Common Ground (OCG) is a statewide, member-driven civic organization organized to give Ohio citizens a stronger, more coordinated voice in public affairs while protecting the organization from capture by political parties, special interests, wealthy donors, or individual leaders. The bylaws establish a governance system designed to balance member control, local representation, transparency, accountability, and long-term organizational independence.

## Membership

OCG maintains two membership classes:

### Supporting Members

- Ohio residents age 18 or older
- May participate in meetings, committees, and chapter activities
- No voting rights

### Voting Members

- Ohio registered voters
- Members for at least 90 days
- Annual dues of \$25
- One member, one vote

Voting rights cannot be transferred, sold, assigned, or exercised by proxy. All Voting Members possess equal voting power regardless of wealth, status, or length of membership.

## County-Based Organization

County Chapters serve as the foundation of OCG.

Each chapter:

- Recruits members
- Conducts local activities
- Supports civic engagement
- Elects convention delegates

Every chartered county receives two guaranteed delegates to the State Convention, with additional delegates awarded based on membership growth. No county may control more than 10% of total convention delegates, preventing domination by large population centers.

## **State Convention**

The State Convention serves as OCG's representative assembly.

Its responsibilities include:

- Electing directors
- Considering governance reforms
- Reviewing annual reports
- Considering constitutional amendments
- Representing member interests statewide

The Convention meets annually and acts as an important check on Board authority.

## **Board of Directors**

OCG is governed by a 15-member Board designed to balance democratic accountability with professional expertise.

The Board consists of:

- 5 Directors elected directly by Voting Members
- 5 Directors elected by Convention delegates
- 5 Directors appointed for specialized expertise and confirmed by the Board

Directors serve three-year terms and may serve no more than two consecutive terms. Board service is unpaid.

## **Officers**

The Board elects:

- Chair
- Vice Chair
- Secretary
- Treasurer

Officers serve two-year terms and are responsible for leadership, governance, recordkeeping, and financial oversight. No officer possesses authority beyond that granted by the bylaws.

## **Independent Oversight**

A unique feature of OCG is the creation of an independent Member Ombudsman.

The Ombudsman:

- Is elected directly by members
- Is independent of the Board
- Investigates complaints
- Reviews governance concerns
- Publishes annual accountability reports

The Board cannot remove the Ombudsman. Removal can occur only through a member recall process.

The bylaws also establish a permanent Governance and Integrity Committee responsible for:

- Monitoring anti-capture protections
- Reviewing conflicts of interest
- Auditing governance compliance
- Conducting organizational integrity reviews
- Publishing annual governance reports

These provisions are intended to help preserve OCG's independence over time.

## **Member Rights and Accountability**

Members retain substantial authority over the organization.

Voting Members may:

- Initiate proposals
- Force Board consideration of issues
- Bring matters before the State Convention
- Initiate constitutional amendments
- Recall Directors and Officers

The bylaws establish formal initiative and recall procedures designed to ensure leaders remain accountable to the membership.

## **Transparency and Financial Governance**

OCG is governed by strong financial oversight requirements, including:

- Annual budgets
- Quarterly financial reporting
- Annual financial reports to members
- Independent financial review or audit
- Conflict-of-interest disclosures
- Donor independence protections

Financial contributions do not confer governance authority, voting privileges, appointment rights, or special influence within the organization.

## **Political Independence**

OCG is designed as an issue-driven organization rather than a candidate-centered organization.

The bylaws establish a default policy of:

- No candidate endorsements
- No party affiliation
- No special treatment for political actors

Instead, OCG may publish:

- Issue scorecards
- Voting records
- Candidate questionnaires
- Public accountability reports

Any future endorsement policy would require approval by the Board, the State Convention, and the membership.

## **Guiding Governance Principles**

The bylaws are built around several core principles:

- One member, one vote

- Member ownership of the organization
- County-based representation
- Leadership term limits
- Transparency and accountability
- Protection from organizational capture
- Independence from political parties and donors
- Direct member participation in major decisions

Together, these provisions are intended to create a durable, citizen-led organization capable of representing Ohio voters over the long term while remaining accountable to its members.

# OHIO COMMON GROUND

## BYLAWS

Attorney Review Draft

### PART I

#### MEMBERSHIP, COUNTY CHAPTERS, AND REPRESENTATION

---

## ARTICLE I

### NAME

The name of this organization shall be Ohio Common Ground, Inc. (“OCG” or the “Corporation”).

These Bylaws are adopted pursuant to the Articles of Incorporation and Constitutional Charter of Ohio Common Ground.

---

## ARTICLE II

### PURPOSE

The Corporation shall operate exclusively in furtherance of the purposes stated in the Articles of Incorporation and Constitutional Charter.

These Bylaws shall be interpreted consistently with:

1. Applicable law;
2. The Articles of Incorporation;
3. The Constitutional Charter.

No provision of these Bylaws shall be construed to authorize actions inconsistent with those governing documents.

---

# ARTICLE III

## MEMBERSHIP

### Section 3.01 — Membership Classes

The Corporation shall maintain two classes of members:

(a) Supporting Members

(b) Voting Members

The Board may establish additional non-voting participation categories provided such categories do not diminish the rights of Voting Members.

---

### Section 3.02 — Supporting Members

Any individual shall be eligible to become a Supporting Member if such individual:

1. Is at least eighteen (18) years of age;
2. Resides in Ohio;
3. Supports the mission of the Corporation;
4. Agrees to abide by the Code of Conduct.

Supporting Members may:

- Attend meetings open to members;
- Participate in committees;
- Participate in chapter activities;
- Receive communications from the Corporation.

Supporting Members shall not vote in organizational elections or ratification votes.

---

### Section 3.03 — Voting Members

An individual shall qualify as a Voting Member if such individual:

1. Meets all qualifications for Supporting Membership;
2. Is a registered voter in Ohio;
3. Has maintained membership for not less than ninety (90) consecutive days;
4. Has paid annual Voting Member dues;
5. Remains in good standing.

Voting Members shall possess all rights reserved to members under these Bylaws.

---

### Section 3.04 — Voting Rights

Each Voting Member shall possess one vote.

No member shall possess more than one vote.

Proxy voting shall not be permitted.

Voting rights may not be transferred, assigned, delegated, pledged, or sold.

---

### Section 3.05 — Dues

Annual dues for Voting Members shall be Twenty-Five Dollars (\$25.00) unless modified pursuant to these Bylaws.

The Board may adjust dues by a two-thirds vote provided:

1. Notice is provided to members at least sixty (60) days before implementation;
2. Any increase exceeding twenty-five percent (25%) requires ratification by Voting Members.

Supporting Membership shall remain free unless modified through constitutional procedures.

---

### Section 3.06 — Membership Good Standing

A member shall remain in good standing if the member:

1. Complies with these Bylaws;
  2. Complies with the Code of Conduct;
  3. Maintains eligibility requirements;
  4. Pays required dues when applicable.
- 

### Section 3.07 — Suspension or Removal

Membership may be suspended or revoked for:

1. Fraud;
2. Material misrepresentation;
3. Harassment;

4. Threats or intimidation;
5. Intentional disruption of organizational operations;
6. Conduct materially harmful to the Corporation.

No member shall be suspended or removed without:

1. Written notice;
2. Opportunity to respond;
3. Review by an impartial committee designated by the Board.

Removal requires a two-thirds vote of the Board.

The affected member may appeal to the Ombudsman.

---

## ARTICLE IV

### MEMBER RIGHTS

#### Section 4.01 — Equal Rights

All Voting Members shall possess equal voting rights.

No member shall receive additional voting power due to:

- Financial contributions;
  - Position;
  - Public status;
  - Organizational tenure.
- 

#### Section 4.02 — Initiative Rights

Voting Members may submit member initiatives pursuant to Article XIII of these Bylaws.

---

#### Section 4.03 — Recall Rights

Voting Members may initiate recall proceedings pursuant to Article XIV.

---

## Section 4.04 — Inspection Rights

Voting Members shall have reasonable access to:

- Approved Board minutes;
- Annual financial reports;
- Governance reports;
- Organizational policies;

subject to legal and confidentiality limitations.

---

# ARTICLE V

## COUNTY CHAPTERS

### Section 5.01 — Purpose

County Chapters shall serve as the primary local organizing units of the Corporation.

County Chapters exist to:

- Recruit members;
  - Facilitate participation;
  - Conduct educational activities;
  - Support issue-based civic engagement;
  - Elect delegates.
- 

### Section 5.02 — Chartering

A County Chapter may be chartered upon approval of the Board.

Applicants must demonstrate:

1. At least ten (10) members;
  2. Adoption of the OCG Chapter Charter;
  3. Election of required officers.
- 

### Section 5.03 — Required Officers

Each County Chapter shall elect:

1. Chair;
2. Vice Chair;
3. Secretary;
4. Treasurer.

Additional positions may be authorized by chapter bylaws.

---

## Section 5.04 — Chapter Reporting

Each County Chapter shall annually submit:

1. Membership report;
2. Financial report;
3. Activity report.

Failure to report for two consecutive years may result in suspension or decertification.

---

## Section 5.05 — Chapter Autonomy

County Chapters may adopt local rules provided such rules do not conflict with:

- Law;
  - Articles of Incorporation;
  - Constitutional Charter;
  - Bylaws;
  - Official OCG policies.
- 

# ARTICLE VI

## COUNTY REPRESENTATION

### Section 6.01 — Guaranteed Representation

Every chartered County Chapter shall receive two (2) delegates to the State Convention.

This guarantee may not be eliminated except through constitutional amendment.

---

## Section 6.02 — Additional Delegates

Additional delegates shall be awarded based upon Voting Membership as follows:

100 Voting Members: +1 Delegate

250 Voting Members: +2 Delegates

500 Voting Members: +3 Delegates

1,000 Voting Members: +4 Delegates

2,500 Voting Members: +5 Delegates

Membership counts shall be determined annually.

---

## Section 6.03 — Representation Limitation

No county shall control more than ten percent (10%) of total convention delegates.

If a county exceeds this threshold, delegate allocations shall be adjusted proportionately.

---

## Section 6.04 — Delegate Qualifications

Delegates must:

1. Be Voting Members;
  2. Remain in good standing;
  3. Be selected according to chapter procedures approved by the Board.
- 

# ARTICLE VII

## STATE CONVENTION

### Section 7.01 — Authority

The State Convention shall serve as the representative assembly of Ohio Common Ground.

The Convention shall possess only those powers granted by:

- The Constitutional Charter;

- These Bylaws;
  - Applicable law.
- 

## Section 7.02 — Responsibilities

The Convention shall:

1. Elect designated directors;
  2. Consider constitutional amendments;
  3. Consider governance reforms;
  4. Review annual reports;
  5. Serve as the representative voice of the membership between statewide votes.
- 

## Section 7.03 — Meetings

The State Convention shall meet not less than once each calendar year.

Additional meetings may be called pursuant to procedures established by the Board.

---

## Section 7.04 — Quorum

A quorum shall consist of delegates representing at least fifty percent (50%) of authorized convention delegates.

No official business may be conducted without a quorum.

---

## Section 7.05 — Convention Rules

The Board shall adopt Convention Rules consistent with these Bylaws and the Constitutional Charter.

Such rules shall be published not less than ninety (90) days prior to each Convention.

# OHIO COMMON GROUND

## BYLAWS

Attorney Review Draft

PART II

BOARD OF DIRECTORS, OFFICERS, OMBUDSMAN, AND GOVERNANCE

---

## ARTICLE VIII

### BOARD OF DIRECTORS

#### Section 8.01 — Authority

The affairs of the Corporation shall be managed under the direction of the Board of Directors, subject to:

1. Applicable law;
2. The Articles of Incorporation;
3. The Constitutional Charter;
4. These Bylaws;
5. Powers expressly reserved to the Voting Members.

The Board serves as a fiduciary steward of the Corporation and shall not exercise powers reserved to the membership.

---

#### Section 8.02 — Composition

The Board shall consist of fifteen (15) Directors.

The Board shall include:

##### Statewide Directors

Five (5) Directors elected directly by Voting Members.

## Delegate Directors

Five (5) Directors elected by the State Convention.

## Appointed Directors

Five (5) Directors appointed by majority vote of the elected Directors and confirmed by majority vote of the full Board.

Appointed Directors are intended to provide expertise in areas such as:

- Law
- Accounting
- Technology
- Communications
- Organizational Development
- Fundraising
- Public Policy

---

## Section 8.03 — Qualifications

All Directors must:

1. Be Voting Members in good standing;
2. Have maintained Voting Membership for at least one year;
3. Support the Constitutional Charter;
4. Complete annual conflict-of-interest disclosures.

---

## Section 8.04 — Term of Office

Directors shall serve three-year terms.

No Director may serve more than two consecutive full terms.

A Director may become eligible again after remaining off the Board for one complete term cycle.

---

## Section 8.05 — Staggered Terms

Terms shall be staggered to maintain continuity of governance.

The Board shall establish procedures for staggering initial terms.

---

## Section 8.06 — Vacancies

Vacancies may occur through:

- Death
- Resignation
- Removal
- Loss of qualifications

Vacancies shall be filled by Board appointment until the next regular election.

Persons filling vacancies shall complete only the unexpired portion of the term.

---

## Section 8.07 — Resignation

Any Director may resign by submitting written notice to the Secretary.

Unless otherwise specified, resignation shall be effective upon receipt.

---

## Section 8.08 — Removal

A Director may be removed:

### By the Board

For:

- Serious misconduct
- Breach of fiduciary duty
- Failure to meet qualifications
- Repeated absenteeism

Removal requires a two-thirds vote of the entire Board.

### By the Membership

Pursuant to recall procedures established elsewhere in these Bylaws.

---

## Section 8.09 — Attendance

Directors are expected to attend all Board meetings.

A Director who misses three consecutive regular meetings without excuse may be subject to removal proceedings.

---

## Section 8.10 — Compensation

Board service shall be unpaid.

Directors may receive reimbursement for reasonable and documented expenses authorized by Board policy.

---

# ARTICLE IX

## BOARD MEETINGS

### Section 9.01 — Regular Meetings

The Board shall meet not less than quarterly.

Additional meetings may be scheduled by the Chair.

---

### Section 9.02 — Special Meetings

Special meetings may be called by:

- The Chair;
  - A majority of Officers; or
  - One-third of Directors.
- 

### Section 9.03 — Notice

Directors shall receive at least seven (7) days notice of regular meetings and forty-eight (48) hours notice of emergency meetings.

---

### Section 9.04 — Quorum

A majority of seated Directors shall constitute a quorum.

---

## Section 9.05 — Voting

Unless otherwise specified, Board actions require majority approval of Directors present and voting.

Abstentions shall not count as votes cast.

---

## Section 9.06 — Remote Meetings

Meetings may be conducted electronically to the extent permitted by Ohio law.

---

## Section 9.07 — Open Meetings

Board meetings shall be open to members except when the Board enters Executive Session.

---

## Section 9.08 — Executive Session

Executive Session may occur only for:

- Personnel matters;
- Litigation;
- Legal advice;
- Contract negotiations;
- Security matters.

Actions taken after Executive Session shall be publicly reported.

---

# ARTICLE X

## OFFICERS

### Section 10.01 — Officers

The officers of the Corporation shall be:

- Chair
- Vice Chair
- Secretary
- Treasurer

The Board may create additional officer positions as necessary.

---

## Section 10.02 — Election

Officers shall be elected by the Board.

Election shall occur at the first Board meeting following annual elections.

---

## Section 10.03 — Terms

Officers shall serve two-year terms.

No Officer may serve more than two consecutive terms in the same office.

---

## Section 10.04 — Chair

The Chair shall:

- Preside at meetings;
- Provide strategic leadership;
- Serve as principal volunteer spokesperson;
- Ensure implementation of Board decisions;
- Represent the organization publicly.

The Chair shall possess no authority beyond that granted by these Bylaws.

---

## Section 10.05 — Vice Chair

The Vice Chair shall:

- Assist the Chair;
  - Perform duties assigned by the Board;
  - Serve as Acting Chair when necessary.
-

## Section 10.06 — Secretary

The Secretary shall:

- Maintain official records;
  - Preserve governing documents;
  - Certify official actions;
  - Maintain minutes;
  - Ensure required notices are issued.
- 

## Section 10.07 — Treasurer

The Treasurer shall:

- Oversee financial reporting;
- Present financial statements;
- Monitor compliance with financial policies;
- Report annually to the membership.

The Treasurer shall not possess unilateral authority to expend funds except as authorized by Board policy.

---

## Section 10.08 — Officer Vacancies

Officer vacancies shall be filled by Board election.

---

# ARTICLE XI

## EXECUTIVE COMMITTEE

### Section 11.01 — Composition

The Executive Committee shall consist of:

- Chair
- Vice Chair
- Secretary
- Treasurer

---

## Section 11.02 — Authority

The Executive Committee may act between Board meetings.

However, it may not:

- Amend the Constitutional Charter;
  - Amend Bylaws;
  - Remove Directors;
  - Approve mergers;
  - Dissolve the Corporation;
  - Adopt endorsement policies;
  - Incur extraordinary debt.
- 

## Section 11.03 — Reporting

All Executive Committee actions shall be reported to the Board at the next regular meeting.

---

# ARTICLE XII

## MEMBER OMBUDSMAN

### Section 12.01 — Establishment

An independent Member Ombudsman shall exist permanently.

The Ombudsman serves the membership rather than the Board.

---

### Section 12.02 — Election

The Ombudsman shall be elected directly by Voting Members.

Term:

Three (3) years.

Maximum:

Two consecutive terms.

---

## Section 12.03 — Qualifications

The Ombudsman:

- Must be a Voting Member;
- May not simultaneously serve as Director or Officer;
- May not be employed by the Corporation.

---

## Section 12.04 — Authority

The Ombudsman may:

- Receive complaints;
- Review governance concerns;
- Conduct investigations;
- Request organizational records;
- Publish findings.

---

## Section 12.05 — Independence

The Ombudsman shall not be subject to direction by the Board.

The Board may not remove the Ombudsman.

Removal may occur only through membership recall procedures.

---

## Section 12.06 — Annual Report

The Ombudsman shall publish an annual accountability report to members.

---

# ARTICLE XIII

## GOVERNANCE AND INTEGRITY COMMITTEE

### Section 13.01 — Establishment

A permanent Governance and Integrity Committee shall exist.

---

## Section 13.02 — Composition

The Committee shall consist of five (5) members.

At least three members shall not be Directors.

Officers may not serve.

---

## Section 13.03 — Appointment

Members shall be appointed by the Board.

Terms shall be staggered.

---

## Section 13.04 — Responsibilities

The Committee shall:

- Monitor anti-capture protections;
  - Review conflicts of interest;
  - Audit governance compliance;
  - Evaluate constitutional adherence;
  - Recommend governance reforms.
- 

## Section 13.05 — Investigative Authority

The Committee may:

- Request records;
  - Interview leaders;
  - Review organizational decisions;
  - Conduct governance audits.
- 

## Section 13.06 — Annual Integrity Report

The Committee shall publish an annual Governance Integrity Report.

The report shall be available to all Voting Members.

---

## ARTICLE XIV

### BOARD DIVERSITY AND REPRESENTATION

#### Section 14.01 — Geographic Representation

No more than three Directors may reside in the same county.

---

#### Section 14.02 — Political Diversity

No more than one-third of Directors may simultaneously hold membership in the same political party when such affiliation is known.

---

#### Section 14.03 — Age Representation

The Board shall strive to maintain representation across generations.

Whenever practical, at least three Directors should be under age forty-five.

---

#### Section 14.04 — Annual Review

The Governance and Integrity Committee shall annually evaluate Board composition and publish recommendations regarding representation and diversity.

# OHIO COMMON GROUND

## BYLAWS

Attorney Review Draft

PART III

ELECTIONS, MEMBER INITIATIVES, RECALLS, CONSTITUTIONAL  
AMENDMENTS, AND ACCOUNTABILITY

---

## ARTICLE XV

### GENERAL ELECTION PRINCIPLES

#### Section 15.01 — Member Sovereignty

The electoral processes of Ohio Common Ground shall be administered in a manner that protects:

- Member sovereignty;
- Fair representation;
- Transparency;
- Equal voting rights;
- Organizational independence.

All elections shall be conducted pursuant to written procedures adopted by the Board and reviewed annually by the Governance and Integrity Committee.

---

#### Section 15.02 — One Member, One Vote

Each Voting Member shall possess one vote.

No cumulative voting shall be permitted unless expressly authorized by constitutional amendment.

---

## Section 15.03 — Election Administration

The Board shall establish an Election Administration Committee.

The Committee shall:

- Verify eligibility;
- Supervise balloting;
- Certify results;
- Resolve election disputes;
- Publish election reports.

Members of the Election Administration Committee may not be candidates for office during the election cycle they administer.

---

## Section 15.04 — Secret Ballot

All elections involving individuals shall be conducted by secret ballot.

Electronic voting systems may be utilized if:

- Security standards are met;
  - Results are auditable;
  - Member confidentiality is protected.
- 

# ARTICLE XVI

## ELECTION OF DIRECTORS

### Section 16.01 — Statewide Directors

Five (5) Directors shall be elected directly by Voting Members.

Each Voting Member may vote for up to five candidates.

The five candidates receiving the highest number of votes shall be elected.

---

### Section 16.02 — Delegate Directors

Five (5) Directors shall be elected by delegates at the State Convention.

Election procedures shall be established in Convention Rules.

---

### Section 16.03 — Candidate Qualifications

Candidates for Director must:

- Be Voting Members in good standing;
  - Meet Board eligibility requirements;
  - Submit required disclosures;
  - Certify support for the Constitutional Charter.
- 

### Section 16.04 — Certification

Election results shall be certified by the Election Administration Committee.

Certification shall occur within thirty (30) days of the close of voting.

---

## ARTICLE XVII

### ELECTION OF OMBUDSMAN

#### Section 17.01 — Election

The Ombudsman shall be elected by Voting Members.

Election shall occur every three years.

---

#### Section 17.02 — Majority Requirement

If no candidate receives a majority of votes cast, a runoff election shall be conducted between the two candidates receiving the highest vote totals.

---

#### Section 17.03 — Independence

The Ombudsman election shall be conducted separately from Board elections.

No officer, employee, or director may control the Ombudsman election process.

---

## ARTICLE XVIII

### MEMBER INITIATIVES

#### Section 18.01 — Purpose

The member initiative process exists to preserve direct member influence over organizational governance and priorities.

---

#### Section 18.02 — Board Consideration Initiative

Any proposal supported by at least five hundred (500) verified Voting Members shall be placed on the agenda of the next regular Board meeting.

The Board shall:

- Consider the proposal;
  - Discuss the proposal;
  - Publish its decision and rationale.
- 

#### Section 18.03 — Convention Initiative

Any proposal supported by at least one thousand (1,000) verified Voting Members shall be placed on the agenda of the next State Convention.

Convention delegates shall debate and vote on the proposal.

---

#### Section 18.04 — Constitutional Initiative

Any proposal supported by at least two thousand (2,000) verified Voting Members may initiate the constitutional amendment process described in Article XXI.

---

#### Section 18.05 — Verification

The Election Administration Committee shall verify petition signatures.

Verification procedures shall be publicly available.

---

## ARTICLE XIX

### RECALL OF OFFICERS AND DIRECTORS

#### Section 19.01 — Recall Principle

Officers and Directors remain accountable to the membership.

The membership retains the right to remove leaders through recall.

---

#### Section 19.02 — Recall Petition

A recall petition shall require signatures from at least five percent (5%) of all Voting Members.

The petition must:

- Identify the individual subject to recall;
  - State the grounds for recall;
  - Be submitted in accordance with published procedures.
- 

#### Section 19.03 — Recall Election

Upon certification of a valid petition, a recall vote shall be conducted within ninety (90) days.

---

#### Section 19.04 — Removal Standard

A simple majority of votes cast shall remove the individual from office.

---

#### Section 19.05 — Vacancies

Vacancies created through recall shall be filled according to these Bylaws.

---

## ARTICLE XX

### MEMBER RATIFICATION VOTES

#### Section 20.01 — Purpose

Certain organizational actions require direct approval by Voting Members.

---

#### Section 20.02 — Matters Requiring Ratification

The following shall require member ratification:

- Constitutional amendments;
  - Endorsement policy changes;
  - Extraordinary debt obligations;
  - Constitutional Charter revisions;
  - Matters specifically required elsewhere in these Bylaws.
- 

#### Section 20.03 — Notice

Members shall receive at least sixty (60) days notice before any ratification vote.

Notice shall include:

- Full proposal text;
  - Supporting rationale;
  - Fiscal impact statement when applicable.
- 

## ARTICLE XXI

### CONSTITUTIONAL AMENDMENTS

#### Section 21.01 — Amendment Authority

The Constitutional Charter may be amended only through the procedures established in the Charter and these Bylaws.

---

## Section 21.02 — Sources of Amendments

Amendments may originate from:

- The Board of Directors;
  - The State Convention;
  - Member constitutional initiatives.
- 

## Section 21.03 — Convention Approval

Proposed amendments must receive approval from at least seventy-five percent (75%) of State Convention delegates voting.

Failure to achieve this threshold defeats the proposal.

---

## Section 21.04 — Membership Ratification

Following Convention approval, proposed amendments shall be submitted to Voting Members.

Ratification requires approval by at least sixty percent (60%) of Voting Members participating in the vote.

---

## Section 21.05 — Effective Date

Unless otherwise specified, approved amendments become effective immediately upon certification.

---

# ARTICLE XXII

## CANDIDATE ACCOUNTABILITY SYSTEM

### Section 22.01 — Purpose

Ohio Common Ground shall maintain a candidate and officeholder accountability system designed to inform members and the public.

The accountability system shall advance transparency and informed civic participation.

---

## Section 22.02 — Permitted Accountability Activities

The Corporation may publish:

- Issue scorecards;
- Voting record summaries;
- Candidate questionnaires;
- Responsiveness reports;
- Attendance reports;
- Public accountability analyses.

---

## Section 22.03 — Published Methodology

All accountability products shall include:

- Evaluation criteria;
- Data sources;
- Methodology;
- Date of publication.

---

## Section 22.04 — Right to Respond

Candidates and officeholders shall be provided a reasonable opportunity to submit corrections or clarifications.

---

## Section 22.05 — Correction Procedures

Material factual errors shall be corrected promptly.

Corrections shall be published with reasonable visibility.

---

# ARTICLE XXIII

## ORGANIZATIONAL ENDORSEMENTS

### Section 23.01 — Default Policy

Ohio Common Ground shall not endorse candidates for public office.

The organization shall instead emphasize:

- Information;
  - Accountability;
  - Citizen engagement;
  - Issue advocacy.
- 

### Section 23.02 — Future Endorsement Authority

The endorsement prohibition may be modified only through the following process:

1. Approval by seventy-five percent (75%) of the Board;
2. Approval by sixty percent (60%) of State Convention delegates;
3. Ratification by sixty percent (60%) of Voting Members.

Failure at any stage defeats the proposal.

---

### Section 23.03 — Independence Requirement

Any future endorsement policy must remain consistent with:

- The Articles of Incorporation;
  - The Constitutional Charter;
  - Applicable federal and state law.
-

# ARTICLE XXIV

## MEMBER REFERENDA

### Section 24.01 — Advisory Referenda

The Board may submit advisory questions to Voting Members.

Advisory results are not binding unless otherwise specified.

---

### Section 24.02 — Binding Referenda

Questions designated as binding shall be binding upon the Board.

The Board shall implement approved binding referenda within a reasonable period.

---

### Section 24.03 — Publication of Results

Results of all referenda shall be published to members.

The publication shall include:

- Total votes cast;
- Percentages;
- Certification statement.

# OHIO COMMON GROUND

## BYLAWS

Attorney Review Draft

PART IV

FINANCIAL GOVERNANCE, ETHICS, TRANSPARENCY, AMENDMENTS, AND  
LEGAL PROVISIONS

---

## ARTICLE XXV

### FINANCIAL GOVERNANCE

#### Section 25.01 — Fiduciary Responsibility

The financial resources of Ohio Common Ground shall be managed solely in furtherance of the mission and purposes established in the Articles of Incorporation, Constitutional Charter, and these Bylaws.

All Directors and Officers owe fiduciary duties of care, loyalty, and obedience to the Corporation.

---

#### Section 25.02 — Fiscal Year

The fiscal year of the Corporation shall be established by resolution of the Board.

---

#### Section 25.03 — Annual Budget

The Board shall adopt an annual operating budget.

The budget shall include:

- Projected revenue;
- Projected expenditures;
- Reserve targets;

- Major program initiatives.

A summary budget shall be made available to Voting Members.

---

## Section 25.04 — Financial Reporting

The Treasurer shall provide quarterly financial reports to the Board.

The Corporation shall publish an annual financial report for members.

The report shall include:

- Revenue sources by category;
  - Expense categories;
  - Balance sheet summary;
  - Significant liabilities;
  - Reserve balances.
- 

## Section 25.05 — Independent Financial Review

The Board shall engage an independent financial professional to conduct:

- An annual financial review; or
- An audit when required by law or Board policy.

Results shall be provided to members.

---

## Section 25.06 — Extraordinary Financial Obligations

Any debt obligation exceeding:

- Ten percent (10%) of annual revenue; or
- Fifty Thousand Dollars (\$50,000),

whichever is greater, requires approval by two-thirds of the Board.

Any debt obligation exceeding twenty-five percent (25%) of annual revenue requires:

1. Two-thirds Board approval;
  2. State Convention approval; and
  3. Majority ratification by Voting Members.
-

## Section 25.07 — Financial Reserves

The Board shall establish reserve policies designed to maintain organizational stability and independence.

---

# ARTICLE XXVI

## CONFLICTS OF INTEREST

### Section 26.01 — Policy

All Directors, Officers, committee members, key volunteers, contractors, and employees shall avoid conflicts between personal interests and the interests of the Corporation.

---

### Section 26.02 — Annual Disclosure

Each Director and Officer shall annually disclose:

- Employment relationships;
  - Financial interests;
  - Vendor relationships;
  - Campaign relationships;
  - Family relationships relevant to governance.
- 

### Section 26.03 — Continuing Duty

Individuals shall promptly disclose any new conflict that arises during the year.

---

### Section 26.04 — Recusal

Individuals with a conflict shall:

- Disclose the conflict;
  - Refrain from participating in related deliberations;
  - Abstain from voting on the matter.
-

## Section 26.05 — Governance Review

The Governance and Integrity Committee shall review all reported conflicts and recommend corrective action when necessary.

---

# ARTICLE XXVII

## DONOR TRANSPARENCY AND INDEPENDENCE

### Section 27.01 — Independence

Financial support shall not confer governance authority.

Donors shall not receive:

- Voting privileges beyond ordinary membership rights;
  - Appointment authority;
  - Board seats by virtue of contribution levels;
  - Special policy authority.
- 

### Section 27.02 — Donor Recognition

The Board may establish donor-recognition programs.

Such programs shall not create governance privileges.

---

### Section 27.03 — Transparency

The Corporation shall publish donor-transparency information consistent with:

- Applicable law;
  - Privacy obligations;
  - Board-adopted transparency policies.
- 

### Section 27.04 — Restricted Contributions

The Board may decline any contribution determined to:

- Threaten organizational independence;

- Create unacceptable conflicts;
  - Damage organizational credibility;
  - Impose unreasonable conditions.
- 

## ARTICLE XXVIII

### RECORDS AND REPORTING

#### Section 28.01 — Corporate Records

The Corporation shall maintain complete and accurate records, including:

- Minutes;
  - Financial records;
  - Membership records;
  - Governance reports;
  - Organizational policies.
- 

#### Section 28.02 — Record Retention

The Board shall adopt a Record Retention Policy.

---

#### Section 28.03 — Member Access

Voting Members shall have reasonable access to organizational records consistent with:

- Applicable law;
  - Privacy obligations;
  - Legitimate confidentiality requirements.
- 

#### Section 28.04 — Annual Report

The Corporation shall publish an annual report summarizing:

- Membership growth;
- Governance activities;
- Program activities;
- Financial results;

- Organizational priorities.
- 

## ARTICLE XXIX

### CHAPTER DISCIPLINE AND DECERTIFICATION

#### Section 29.01 — Grounds

A County Chapter may be disciplined or decertified for:

- Material violations of governing documents;
  - Financial misconduct;
  - Persistent inactivity;
  - Conduct materially harmful to the Corporation.
- 

#### Section 29.02 — Due Process

Prior to discipline or decertification, the chapter shall receive:

- Written notice;
  - Opportunity to respond;
  - Opportunity to cure deficiencies.
- 

#### Section 29.03 — Decision

Decertification requires approval by two-thirds of the Board.

The chapter may appeal to the Ombudsman.

---

## ARTICLE XXX

### INSURANCE, LIABILITY, AND INDEMNIFICATION

#### Section 30.01 — Insurance

The Corporation may obtain insurance to protect:

- Directors;
  - Officers;
  - Volunteers;
  - Employees;
  - Organizational assets.
- 

### Section 30.02 — Indemnification

The Corporation shall indemnify Directors, Officers, employees, and volunteers to the fullest extent permitted by Ohio law and the Articles of Incorporation.

---

### Section 30.03 — Advancement of Expenses

The Board may authorize advancement of expenses in accordance with applicable law and adopted policies.

---

## ARTICLE XXXI

## BYLAW AMENDMENTS

### Section 31.01 — Authority

These Bylaws may be amended only in a manner consistent with the Constitutional Charter.

---

### Section 31.02 — Proposed Amendments

Amendments may originate from:

- The Board;
  - The State Convention;
  - Member initiatives.
- 

### Section 31.03 — Approval

Except where otherwise specified, amendments require:

1. Approval by two-thirds of the Board; and
  2. Majority ratification by Voting Members.
- 

## Section 31.04 — Notice

Proposed amendments shall be distributed to Voting Members at least thirty (30) days prior to voting.

---

# ARTICLE XXXII

## PARLIAMENTARY AUTHORITY

### Section 32.01 — Rules of Order

The Board may adopt parliamentary procedures to facilitate orderly meetings.

Such procedures shall:

- Protect minority viewpoints;
  - Facilitate efficient deliberation;
  - Preserve member rights.
- 

### Section 32.02 — Conflict

In the event of conflict:

1. Law controls.
  2. Articles of Incorporation control.
  3. Constitutional Charter controls.
  4. Bylaws control.
  5. Parliamentary rules control.
-

## ARTICLE XXXIII

### DISSOLUTION

#### Section 33.01 — Dissolution Procedure

The Corporation may dissolve only:

1. Pursuant to applicable law;
  2. In accordance with the Articles of Incorporation;
  3. Following approval by:
    - Two-thirds of the Board;
    - Seventy-five percent of State Convention delegates; and
    - Sixty percent of Voting Members.
- 

#### Section 33.02 — Distribution of Assets

Upon dissolution, assets shall be distributed as provided in the Articles of Incorporation.

---

## ARTICLE XXXIV

### SEVERABILITY

If any provision of these Bylaws is determined to be invalid or unenforceable, the remaining provisions shall remain in full force and effect.

---

## ARTICLE XXXV

### TRANSITIONAL PROVISIONS

Upon adoption of these Bylaws:

- Existing officers shall continue serving until successors are elected.
- Existing directors shall continue serving until successors are elected or appointed.

- Existing committees shall continue operating until reconstituted under these Bylaws.
  - Existing policies shall remain in effect unless inconsistent with these Bylaws.
- 

## ARTICLE XXXVI

### EFFECTIVE DATE

These Bylaws shall become effective immediately upon adoption by the Board of Directors and ratification by Voting Members as required by the Constitutional Charter.

Adopted this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Certified by:

---

Secretary

Ohio Common Ground

---

Chair

Ohio Common Ground