



# Ohio Valley MG Region

## Bylaws

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### PART I — IRS FORM 1023 REQUIRED NARRATIVE SECTIONS

#### Section 1. Organizational Purpose Statement

The specific purpose of **Ohio Valley MG Region** is to improve the quality of life for individuals and families affected by myasthenia gravis through education, support services, advocacy initiatives, social outings, and community awareness programs.

Ohio Valley MG Region is a nonprofit corporation organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax law.

Ohio Valley MG Region is a volunteer-led organization. All board members serve without compensation. Any funds raised by Ohio Valley MG Region are used solely to provide direct support services and programming consistent with the Organization's mission and in service of the myasthenia gravis community.

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#### Section 2. Mission Statement

Ohio Valley MG Region will empower individuals and families affected by myasthenia gravis through education, compassionate support, advocacy, community awareness, and meaningful connection. We are committed to creating a welcoming space where people find knowledge, strength, friendship, and hope—so no one faces MG alone.

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#### Section 3. Vision Statement

Ohio Valley MG Region envisions a future where every person impacted by myasthenia gravis and related neuromuscular conditions—including patients, caregivers, and families—has access to compassionate support, accurate information, and empowered community connection throughout Ohio and beyond.

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## **Section 4. Detailed Program Activities Description**

Ohio Valley MG Region carries out its charitable and educational purposes through the following activities:

### **4.01 Education Programs**

- Distribution of educational materials related to myasthenia gravis
- Educational workshops, seminars, and presentations
- Guest speakers, including medical professionals and subject-matter experts
- Conferences and learning events
- Resource navigation and physician referral support

### **4.02 Support Services**

- Regular in-person support group meetings
- Online support meetings and virtual community groups
- Peer-to-peer support and mentoring
- Caregiver and family support programming

### **4.03 Advocacy and Awareness**

- Community awareness initiatives
- Educational outreach activities
- Public information campaigns
- Nonpartisan advocacy and public policy education

### **4.04 Community Connection**

- Social gatherings and community events
- Family engagement activities
- Inclusive relationship-building opportunities

All programs are operated exclusively for charitable and educational purposes and are open to the public without discrimination.

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## **Section 5. Financial Structure Statement**

Ohio Valley MG Region is supported through donations, grants, fundraising activities, and community contributions. No part of the Organization's net earnings shall inure to the benefit of any private individual, except as permitted under these Bylaws and applicable law. All funds shall be used exclusively to further the Organization's charitable and educational purposes.



The Organization is authorized to expend funds for programmatic and operational needs, including but not limited to speaker honoraria, professional services, educational programming costs, venue fees, materials, travel, lodging, meals, and accommodations necessary to carry out its mission, provided such expenditures are reasonable, necessary, and consistent with sound nonprofit governance and IRS regulations.

### **Compensation**

Ohio Valley MG Region shall not employ salaried or permanent paid staff. All officers, directors, committee members, and volunteers serve without compensation.

The Organization may pay reasonable compensation for professional services rendered by third parties, including speakers, consultants, facilitators, trainers, or other service providers, provided such compensation is fair, reasonable, and in furtherance of the Organization's exempt purposes.

### **Reimbursement of Expenses**

Ohio Valley MG Region may reimburse officers, directors, committee members, volunteers, and other authorized individuals for reasonable and necessary expenses incurred on behalf of the Organization, including travel, lodging, meals, supplies, and program materials.

All reimbursements require appropriate documentation and approval in accordance with Board-adopted policies.

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## **PART II — APPROVED NONPROFIT BYLAWS**

### **BYLAWS OF OHIO VALLEY MG REGION**

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#### **ARTICLE I — NAME**

The name of the organization shall be **Ohio Valley MG Region**, (the "Organization").

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#### **ARTICLE II — PURPOSE**

Ohio Valley MG Region is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Organization exists to improve the quality of life for individuals and families affected by myasthenia gravis through education, support services, advocacy initiatives, social outings, and community awareness programs.



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## **ARTICLE III — NONPROFIT NATURE**

No part of the net earnings of Ohio Valley MG Region shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except for reasonable compensation for services rendered or reimbursements made in furtherance of the Organization's purposes.

No substantial part of the Organization's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Organization shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

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## **ARTICLE IV — BOARD OF DIRECTORS**

### **Section 1. Authority**

The affairs of Ohio Valley MG Region shall be governed by a Board of Directors.

### **Section 2. Composition and Eligibility**

The Board shall consist of a minimum of five (5) and a maximum of eleven (11) directors. At all times, individuals living with myasthenia gravis shall occupy at least fifty percent (50%) of the Board seats. The Board may also include caregivers, professionals, and community members supportive of the Organization's mission.

#### **Eligibility Requirement**

Eligibility for nomination requires at least one (1) year of membership prior to nomination, except for newly appointed support group leaders.

### **Section 3. Term of Office**

Directors shall serve three (3)-year terms, with a maximum of three (3) consecutive terms. A one-year break is required after completing the maximum term limit.

Terms shall be staggered so that no more than one-third (1/3) of the Board is up for election in any given year.

#### **Initial Staggering of Terms (Founding Board)**

To establish staggered terms during the Organization's first three (3) years, the initial Board of Directors shall



- Approximately one-third (1/3) of the Directors shall be assigned an initial one (1) year term
- Approximately one-third (1/3) of the Directors shall be assigned an initial two (2) year term
- Approximately one-third (1/3) of the Directors shall be assigned an initial three (3) year term

At the expiration of these initial staggered terms, all subsequent terms shall be for three (3) years, subject to the term limits and re-election provisions set forth herein.

#### **Professional Expert Director Exception**

Notwithstanding the foregoing term limit provisions, the Professional Expert Director position shall serve a term of three (3) years and shall not be subject to the mandatory one (1) year break requirement after the completion of consecutive terms. The Professional Expert Director may be reappointed or re-elected to successive terms without interruption, subject to Board approval and continued qualification for the role.

#### **Section 4. Removal**

A director may be removed by majority vote of the Board, with or without cause, provided quorum and notice requirements are met. Directors may participate and vote **in person, electronically, or by written electronic communication**, including secure email or virtual meeting platforms, as permitted by Ohio law. Such a vote shall be valid when conducted in accordance with quorum and notice requirements.

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## **ARTICLE V — OFFICERS**

### **Section 1. Officers**

The officers of Ohio Valley MG Region shall be:

- President
- Vice President
- Secretary
- Treasurer (If later role is divided from the President's role)

### **Section 2. Duties**

#### **2.01 President:**

The President shall provide leadership to Ohio Valley MG Region, preside at meetings, and represent Ohio Valley MG Region in official capacities.

Except as otherwise provided herein, the President shall preside at all meetings of the Board of Directors and the Executive Committee and shall be an ex-officio voting member of all committees of the Board, except the Nominating Committee and the Audit Committee. The President shall appoint the chair of each committee unless otherwise required by law or these Bylaws.



The President shall perform such other duties as may be prescribed by law, the Articles of Incorporation, or these Bylaws, or as may be assigned from time to time by the Board of Directors.

In addition, the President shall serve as Treasurer of the organization and shall:

- Maintain electronic documentation of all income and expenses of Ohio Valley MG Region
- Deposit all monies and other valuable effects in the name and to the credit of Ohio Valley MG Region in such depositories as may be designated by the Board of Directors
- Work with the organization's tax attorney or accountant to ensure required federal and state tax filings are completed
- Provide a financial report at each Support Group and Board meeting reflecting the previous month's bank statement and the current financial condition of the organization

In the event of the President's absence, inability, or refusal to act, the duties and powers of the office shall be carried out by the Vice President and Secretary as determined by the Board of Directors. The President shall also perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

### **2.02 Vice President:**

The Vice President shall assist the President in the performance of the President's duties. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties and exercise the powers of the President.

The Vice President shall also perform such other duties as may be assigned from time to time by the President or the Board of Directors.

### **2.03 Secretary:**

The Secretary shall attend all meetings of the Board of Directors and record the minutes of the meetings of the Ohio Valley MG Region Board of Directors. The Secretary shall present draft minutes for review and approval and shall maintain the final approved copies in electronic form. Minutes shall be retained electronically in accordance with applicable law, but for not less than three (3) years.

The Secretary shall perform similar duties for standing committees when required and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall serve.

In the absence of the Secretary, or in the event of the Secretary's inability or refusal to act, the Vice President, if any, shall perform the duties and exercise the powers of the Secretary. The Vice President shall also perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.



## **2.04 Treasurer:**

If a Treasurer role is later divided from the role of the President:

The Treasurer shall be the chief financial officer of Ohio Valley MG Region and shall have oversight of all financial matters of the organization.

The Treasurer shall:

- Maintain accurate and complete records of all income, expenses, assets, and liabilities of the organization
- Ensure that all monies and other valuable effects are deposited in the name and to the credit of Ohio Valley MG Region in such depositories as may be designated by the Board of Directors
- Monitor and report on the financial condition of the Organization
- Present a financial report at each Board of Directors meeting and, when requested, at Support Group meetings, including a summary of the most recent bank statement and current financial status
- Work with the organization's tax attorney, accountant, or other qualified professional to ensure that required federal and state tax filings and financial reports are completed
- Assist in the preparation of an annual budget, if required by the Board.

The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or these Bylaws. In the absence of the Treasurer, or in the event of the Treasurer's inability or refusal to act, the Board of Directors shall designate another officer or director to temporarily perform the duties of the Treasurer.

## **Section 3. Compensation**

Ohio Valley MG Region shall not employ salaried or permanent paid staff. All officers, directors, and committee members serve in a volunteer capacity.

## **Section 4. Additional Officers or Agents**

The Board of Directors may appoint such additional officers or agents as it deems necessary. Such individuals shall hold their positions for such terms and shall exercise such powers and perform such duties as may be determined from time to time by the Board of Directors. These individuals are not required to be members of the Board unless specifically elected as officers under Section One.

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# **ARTICLE VI — ELECTION OF DIRECTORS AND OFFICERS**

## **Section 1. Election of Directors**

The Nominating Committee shall nominate one individual for each directorship to be filled at the first Board meeting of the calendar year, which shall serve as the Annual Meeting and shall be held before December 31 of each year, in accordance with Section Two of these Bylaws.



Directors shall be elected by a majority of the votes cast at such meeting, provided a quorum is present. Directors shall hold office for the term to which they are elected and until their successors have been duly elected and qualified, or until their earlier death, resignation, or removal as provided in these Bylaws.

## **Section 2. Election of Officers**

As soon as practicable after the annual election of directors, the Board of Directors shall elect from among its members a President, a Vice President, and a Secretary. If the offices of President and Treasurer have been separated, the Board shall also elect a Treasurer.

The Board of Directors may also, from time to time, elect or appoint such other officers as it deems necessary. Such officers shall hold office for such terms and shall exercise such powers and perform such duties as may be determined by the Board of Directors. All officers elected under this section shall be members of the Board.

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# **ARTICLE VII — TERMS, RESIGNATION, REMOVAL, AND VACANCIES**

## **Section 1. Terms**

Each officer shall hold office for the term for which they are elected or appointed and until a successor has been duly elected or appointed and qualified.

Unless otherwise provided in the resolution of the Board of Directors electing or appointing an officer, the term of office shall expire at the Annual Meeting of the Board of Directors closest to the third anniversary of the officer's election or appointment.

## **Section 2. Resignation**

Any director of Ohio Valley MG Region may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect at the time specified therein, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

## **Section 3. Removal**

Any Director may be removed by the Board of Directors at any time, with or without cause. Removal of a Director without cause shall be without prejudice to any contract rights, if any, of the individual. The election or appointment of an officer shall not, in itself, create any contract rights.

## **Section 4. Vacancies**

Vacancies occurring on the Board of Directors, including those resulting from resignation, removal, incapacity, or death, shall be filled by appointment of the Board in accordance with the governance policies of Ohio Valley



MG Region of Article IV Section. Role-based seats, including support group leader positions, shall be filled by the appointed successor to that role.

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## **ARTICLE VIII — RECORDS, DOCUMENTATION, AND INSPECTION**

Ohio Valley MG Region shall keep correct and complete books and records of account; minutes of the proceedings of the Board of Directors and any committees of the Board; a current list of the directors and officers and their residence addresses; and **attendance records** for Board of Directors meetings, support group meetings, organizational functions, events, educational programs, social gatherings, and any official activities held by Ohio Valley MG Region.

The Board of Directors may determine whether, to what extent, at what times and places, and under what conditions and regulations the accounts, books, records, attendance logs, or other documents of the Organization shall be open to inspection, subject to applicable state and federal law.

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## **ARTICLE IX — FISCAL YEAR**

The fiscal year shall be January 1 through December 31.

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## **ARTICLE X — COMMITTEES**

### **Section 1. Establishment of Committees**

Except with respect to the Nominating Committee described in Section 3.02, the Board of Directors may, by resolution adopted by a majority of the entire Board, designate from among its members an Executive Committee, an Audit Committee, and such other committees as the Board may determine. Each such committee shall consist of three (3) or more directors.

These committees shall have and may exercise such authority of the Board of Directors as may be provided in the resolution establishing the committee, subject to the limitations of applicable law and these Bylaws.

### **Section 2. Standing Committees**

The committees of Ohio Valley MG Region shall be:



- Executive Committee
- Nominations Committee
- Events Committee
- Audit Committee

## **Section 3. Responsibilities**

### **3.01 Executive Committee / Nominations Committee**

The **President, Vice President, Secretary, and Treasurer (if position is separated from the President)** shall collectively serve as the **Executive Committee** and **Nominations Committee**.

Responsibilities include:

- Board leadership
- Governance oversight
- Officer nominations
- Strategic coordination
- Yearly Schedule
- Sponsorship Requests

### **3.02 Events Committee**

Responsibilities include:

- Community program planning
- Myasthenia gravis and related disease awareness activities
- Large educational event planning for patients and caregivers of myasthenia gravis and related diseases

### **3.03 Audit Committee**

- **Financial Oversight**
  - Reviews the organization's financial statements (bank reports, income/expense reports, year-end summaries)
  - Makes sure financial reports presented to the Board are accurate and understandable
  - Watches for unusual transactions or financial risks
- **Internal Controls**
  - Ensures there are safeguards to prevent fraud or misuse of funds  
Examples:
    - Two signatures on checks (if required)
    - Separation of duties (the person approving expenses isn't the same person reconciling the bank account)
    - Documentation required for reimbursements



- **Oversight of the Treasurer (or President if acting as Treasurer)**
  - Reviews how financial duties are being performed
  - Confirms proper recordkeeping and timely reporting
  - Acts as a neutral oversight body — not involved in day-to-day bookkeeping
- **Tax & Regulatory Compliance**
  - Reviews Form 990 (or 990-N/990-EZ) before it is filed
  - Confirms required state filings and registrations are completed
- **External Reviews or Audits (if ever needed)**
  - Selects and works with an outside accountant or auditor if Ohio Valley MG Region grows large enough to require one
  - Reviews audit findings and ensures corrective steps are taken
- **Conflict of Interest Monitoring (Financial Side)**
  - Watches for transactions where a board member or volunteer might benefit financially
  - Ensures those follow the Conflict of Interest policy

## **Section 4. Voting Rights**

Any director serving on a committee of the Board, including the Executive Committee, shall retain their full voting rights as a member of the Board of Directors, as provided in Section 2.04 of these Bylaws.

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# **ARTICLE XI — MEETINGS**

## **Section 1. Board Meetings**

### **1.01 The Annual Meeting**

The Annual Meeting of the Board of Directors shall be held each year at a time and date determined by the Board, in accordance with applicable law.

### **1.02 Regular Meetings**

Regular meetings of the Board of Directors shall be held at least quarterly at such times and places, including by electronic means, as may be determined by the Board.

### **1.03 Special Meetings**

Special meetings of the Board of Directors may be called at any time by the President or by any two (2) directors.



## **Section 2. Quorum**

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, unless a greater number is required by applicable law or these Bylaws.

## **Section 3. Voting**

Each director shall be entitled to one vote. Except as otherwise provided in these Bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time of the vote shall be the act of the Board of Directors. In the event of a tie vote, the President shall cast the deciding vote, unless otherwise provided in these Bylaws or required by applicable law.

## **Section 4. Place and Manner of Meetings**

Meetings of the Board of Directors may be held in person, by telephone conference, video conference, or by other electronic means that allow all persons participating in the meeting to hear each other simultaneously. Participation by such means shall constitute presence in person at the meeting.

## **Section 5. Open Meetings**

Meetings of the Board of Directors shall be open to the public, except when the Board enters into executive session for confidential or sensitive matters as determined by the President or by majority vote of the directors present. President Emeriti may attend Board meetings as a non-voting participant.

## **Section 6. Action Without a Meeting**

Any action required or permitted to be taken by the Board of Directors or by a committee of the Board may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action.

The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or committee and shall have the same force and effect as a unanimous vote at a meeting duly held.

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# **ARTICLE XII — BOARD GOVERNANCE POLICIES**

The Board of Directors may, from time to time, adopt by resolution policies concerning the governance and operation of the Board, provided such policies are not inconsistent with these Bylaws. Such policies may include, but are not limited to:



- Limiting the terms of office of officers or directors
- Providing for periodic reviews of the attendance and performance of directors by the full Board, a committee of the Board, or the remaining directors
- Establishing procedures regarding conflicts of interest Establishing the frequency and manner of holding meetings of the Board of Directors in order to comply with legal requirements
- Establishing minimum meeting attendance requirements
- Establishing parliamentary procedures governing the proceedings of the Board of Directors and its committees; in the absence of any contrary policy, proceedings shall be governed by Robert's Rules of Order Newly Revised, as then in effect
- Addressing such other governance matters as the Board of Directors may determine, provided such matters are not inconsistent with these Bylaws

The application of any policy adopted under this Article may be waived in a particular instance by action of the Board of Directors. In the case of a policy involving the review or evaluation of an individual director, any waiver shall require the approval of a majority of the disinterested directors present at a meeting at which a quorum of disinterested directors is present.

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## ARTICLE XIII — FINANCIAL AUTHORITY AND BANKING POWERS

The President, Vice President, Secretary, and such other officers or agents as may be specifically authorized by resolution of the Board of Directors are each authorized to execute and deliver, in the name and on behalf of **Ohio Valley MG Region**, any authorized bonds, mortgages, contracts, agreements, or other instruments, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to another officer or agent of the Organization or where required by law to be otherwise executed.

All checks, drafts, withdrawals, bills of exchange, notes, and other instruments for the payment of money drawn, made, endorsed, or accepted in the name of **Ohio Valley MG Region** shall be signed by such officer or officers, agent or agents, as shall be authorized by the Board of Directors by resolution.

The Board of Directors may establish and maintain financial control policies, including but not limited to **dual-signature requirements, spending authorization limits, and internal control procedures** consistent with nonprofit fiduciary best practices and legal compliance.

### **Expenditure and Payment Controls:**

Any single expenditure, contract, reimbursement, payment, or financial obligation in excess of **Five Hundred Dollars (\$500.00)** must receive **prior approval by the Board of Directors**. Any checks received, reimbursements issued, or payments made in excess of **Five Hundred Dollars (\$500.00)** shall require **dual authorization and dual signatures**, and must be supported by proper documentation, invoice verification, and receipt validation.



## **ARTICLE XIV — CONFLICT OF INTEREST**

### **Section 1. Purpose**

The purpose of this Conflict of Interest Article is to protect the interests of Ohio Valley MG Region (the “Organization”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer, committee member, or other person in a position of authority within the Organization. This Article is intended to supplement, but not replace, any applicable state or federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

### **Section 2. Definitions**

#### **2.01 Interested Person**

Any director, principal officer, or member of a committee with Board-delegated powers who has a direct or indirect financial interest, as defined below, is an “Interested Person.”

#### **2.02 Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- c. A potential ownership, investment, or compensation interest in, or arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. A conflict exists only when the Board determines that the financial interest could improperly influence the Interested Person’s judgment or loyalty to the Organization.

### **Section 3. Duty to Disclose**

An Interested Person must disclose the existence of any financial interest and all material facts relating thereto to the Board of Directors and to members of committees with Board-delegated powers considering the proposed transaction or arrangement. Disclosure shall occur prior to any discussion or vote on the matter whenever possible.



## **Section 4. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the meeting while the determination of a conflict of interest is discussed and voted upon.

The remaining Board or committee members shall decide if a conflict of interest exists.

## **Section 5. Procedures for Addressing a Conflict of Interest**

### **5.01 Presentation of Information**

An Interested Person may make a presentation at the meeting but shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

### **5.02 Investigation of Alternatives**

The Chair of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

### **5.03 Board Decision**

After exercising due diligence, the Board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and is fair and reasonable. In conformity with this determination, the Board or committee shall make its decision as to whether to enter into the transaction or arrangement.

## **Section 6. Violations of the Conflict of Interest Policy**

If the Board or committee has reasonable cause to believe a director, officer, or committee member has failed to disclose an actual or possible conflict of interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.

If, after hearing the response and making further investigation as warranted by the circumstances, the Board or committee determines the individual has failed to disclose an actual or possible conflict of interest, it may take appropriate corrective and disciplinary action, including removal from office or committee assignment in accordance with these Bylaws.



## **Section 7. Records of Proceedings**

The minutes of the Board and all committees with Board-delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest;
- b. The nature of the financial interest;
- c. Any action taken to determine whether a conflict of interest was present;
- d. The Board's or committee's decision as to whether a conflict of interest in fact existed;
- e. The names of the persons who were present for discussions and votes relating to the transaction or arrangement;
- f. The content of the discussion, including any alternatives to the proposed transaction or arrangement; and
- g. A record of any votes taken in connection therewith.

## **Section 8. Compensation Matters**

A voting member of the Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services may vote on matters pertaining to that member's compensation.

## **Section 9. Annual Statements**

Each director, principal officer, and member of a committee with Board-delegated powers shall annually sign a statement that affirms such person:

- a. Has received a copy of this Conflict of Interest Article;
- b. Has read and understands it;
- c. Has agreed to comply with it; and
- d. Understands that the Organization is charitable and, in order to maintain its federal tax exemption, must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

## **Section 10. Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. These reviews shall, at a minimum, include the following subjects:



- a. Whether compensation arrangements and benefits are reasonable and the result of arm's-length bargaining;
  - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement or impermissible private benefit.
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## **ARTICLE XV — INDEMNIFICATION**

### **Section 1. Indemnification**

Ohio Valley MG Region shall, to the fullest extent permitted by the Ohio Nonprofit Corporation Law, as amended, or any other applicable laws in effect from time to time, indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a director or officer of Ohio Valley MG Region, or is or was serving at the request of the organization as a director or officer of another entity, against all expenses (including attorneys' fees and disbursements), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding.

### **Section 2. Advancement of Expenses**

Expenses incurred by a director or officer in defending a civil or criminal action, suit, or proceeding may be paid by Ohio Valley MG Region in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it is ultimately determined that the individual is not entitled to be indemnified as authorized by law.

### **Section 3. Contractual Rights**

The provisions of this Article shall be deemed to be a contract between Ohio Valley MG Region and each person who serves as a director or officer while this Article and the relevant provisions of the Ohio Nonprofit Corporation Law or other applicable laws are in effect. Any repeal or modification of such laws or of this Article shall not adversely affect any rights or obligations existing at the time of such repeal or modification with respect to any acts or omissions occurring prior thereto.



## **Section 4. Indemnification of Employees and Agents**

Persons who are not covered by the foregoing provisions of this Article and who are or were employees or agents of Ohio Valley MG Region, or who are or were serving at the request of the Organization, may be indemnified to the extent authorized at any time or from time to time by the Board of Directors.

## **Section 5. Insurance**

To the fullest extent permitted by the Ohio Nonprofit Corporation Law, Ohio Valley MG Region may, upon approval by the Board of Directors, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of Ohio Valley MG Region against any liability asserted against such person in such capacity.

## **Section 6. Non-Exclusivity of Rights**

The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under law, agreement, vote of disinterested directors, or otherwise. Such rights shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of their heirs, executors, and administrators.

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# **ARTICLE XVI — DISSOLUTION**

Upon the dissolution of Ohio Valley MG Region, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Organization, distribute all remaining assets exclusively for the purposes of Ohio Valley MG Region. Such assets shall be distributed in a manner consistent with those purposes, or to one or more organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes that qualify at the time as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as determined by the Board of Directors.

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# **ARTICLE XVII — AMENDMENTS**

These bylaws may be amended by a majority vote of the Board of Directors.

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# ADOPTION CERTIFICATION

Adopted by the Board of Directors of **Ohio Valley MG Region** on **February 2, 2026**.

*Erica Amann*

Erica Amann

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President

*Stephanie Crane*

Stephanie Crane

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Secretary