CONSTITUTION

PROTECT OHIO PENSIONS, INC.

ARTICLE I: NAME

The name of this association shall be: PROTECT OHIO PENSIONS, INC.

ARTICLE II: PURPOSE

The purpose of this non-profit, non-partisan association is to support and protect the defined benefit pension plans of the following five Ohio public pension systems: Public Employees, State Teachers, School Employees, Police & Fire, and Highway Patrol; by educating members on issues that could impact the stability of the funds and their ability to continue providing a meaningful retirement pension and benefit package, and by educating the public about the cost savings to them and the economic value to their local communities by maintaining Ohio's current pension programs.

ARTICLE III: MEMBERSHIP

Section 1: The membership of the association shall be limited to contributing, retired, and survivor members of, the above mentioned pension systems, and/or those receiving disability benefits, and other Ohio taxpayers.

Section 2: There shall be two types of memberships: Regular and Life.

Section 3: Regular Membership shall be granted to and held by those who have paid the required dues. Regular Membership shall be on a calendar year basis. (January 1 through December 31, or any part thereof)

Section 4: Life Membership shall be granted to and held by those who have paid the, then required, one time single payment. Life Memberships do not transfer to survivors.

ARTICLE IV: GOVERNMENT

Section 1: The association shall be governed by its Board of Trustees.

Section 2: The Board of Trustees shall be comprised of four (4) officers and five (5) representatives, one from each of the five pension systems.

ARTICLE V. BOARD OF TRUSTEES

Section 1: The Board is to adopt by-laws and establish operating procedures for the association. It is to fix the hour and place of special and annual meetings, and establish such other policies as authorized by the constitution and Bylaws, or as necessitated by law or prudent non-profit operating procedures.

Section 2: The Board shall schedule regular meetings.

Section 3: Special meetings of the Board may be called by the Chairperson and shall be called by the Chairperson upon the written request of three (3) members of the Board.

Section 4: Trustees (Officers and Representatives) are required to attend all Board meetings.

Section 5: A position on the Board shall be considered vacant when the member holding that position has been absent from three (3) consecutive Board meetings without the approval of the Board Chair.

ARTICLE VI: OFFICERS

Section 1: The officers of the association shall be a Chairman, a Vice Chair, a Secretary, and a Treasurer. These officers shall constitute the Executive Committee. The Executive Committee shall have supervision of the affairs of the association between regularly scheduled Board meetings.

Section 2: The Chairperson shall preside at all meetings, appoint all committees and shall have such further duties as ordinarily pertain to an office of Chairman.

Section 3: The Vice Chair shall aid the chairperson and shall prepare himself, or herself, to function as the Chairman should the need arise. The Vice Chair shall chair at least one of the Standing Committees.

Section 4: The Treasurer shall chair the Finance Committee and be responsible for overseeing the receipt and deposit of all monies paid to the association, and shall ensure they are deposited in such depositories as the Board may direct and shall ensure they are only disbursed as authorized by the Board.

He or she shall oversee the keeping of the financial accounts and records of the association and render a report at the regularly scheduled Board meetings, the organization's Annual Meeting, and at such other times as the Chairperson, Executive Committee, or Board may require.

He or she shall make all corporate records, accounts, and books available to the Officers, Trustees, and/or auditors named by the Board, at all times.

Section 5: The Secretary shall provide for the recording, preparation, and maintenance of all corporate minutes and historical records. He, or she, shall chair one of the standing Committees.

Section 6: All Trustee positions are volunteer positions and no trustee shall receive any compensation other than reimbursement for expenses as detailed in the Expense Reimbursement Schedule; however, if a person serving as a trustee is also under a staff contract he, or she, may receive compensation as determined by the board, for the duties described in that contract.

ARTICLE VII: TERMS, QUALIFICATIONS AND APPOINTMENT OF OFFICERS

Section 1: The term for all officer positions shall be continual, unless or until one of the following occurs: resignation, absenteeism, physical or mental incapacity, moral or financial turpitude, or removal for cause by a two-thirds (2/3) majority of the sitting Board of Trustees.

Section 2: Officers may be a non-government employed taxpayer or a retired or active member of any one of the five pension systems.

Section 3: All Officer Positions are made by appointment by a majority vote of the Board of Trustees.

Section 4: No person shall hold more than one position on the Board at the same time.

ARTICLE VIII: PENSION SYSTEM REPRESENTATIVES

Section 1: Each of the five (5) pension systems is entitled to have one (1) member on the Board of Trustees.

Section 2: A pension representative is responsible for representing the concerns of his or her pension system.

ARTICLE IX: TERMS, QUALIFICATIONS AND APPOINTMENT OF REPRESENTATIVES:

Section 1: The term for all representative positions shall be continual, unless or until one of the following occurs: resignation, absenteeism, physical or mental incapacity, moral or financial turpitude, or removal for cause by a two-thirds (2/3) majority of the sitting Board of Trustees.

Section 2: A pension system representative must be a retired or active member of the pension system they represent.

Section 3: All representative positions are made by appointment, by a majority vote of the Board of Trustees.

Section 4: No person shall hold more than one position on the Board at the same time.

ARTICLE X: DUES

The organization shall operate on the dues and fees collected, and on the interest or dividends derived there from. Regular Membership dues and Life Membership fees shall be established the Board.

ARTICLE XI: LIFE FEE ACCOUNT

Life Membership Fees shall be retained in accounts separate from the operating account, and shall be listed under Liabilities on the balance sheet as: the Life Trust.

Section 1: Depositories for life fees shall be limited to savings, checking, money markets, and certificates of deposits in federally insured institutions. No certificate of deposit shall carry a maturity date longer than five (5) years from its date of purchase.

Section 2: An amount, equal to the current yearly dues, may be transferred annually from the life trust to the operating account, for each living lifetime member.

Section 3: All interest**,** dividend**,** or growth income derived from a life trust account may be used for operating expenses by a majority action of the Board.

Section 4: Principal funds in any life trust account may be used for expenses, by a two-thirds (2/3) affirmative vote of the Board, to defend against any action deemed to cause potential long term harm to Ohio's defined benefit pension concept.

ARTICLE XII: AMENDMENTS

The Constitution may be amended with the ballot approval of a two-thirds (2/3) majority of the Board of Trustees.

Section 1: Amendments to the Constitution may be proposed by:

A. A petition signed by one (1) percent of the members of record as of April 1, with no more than one third (1/3) of the signers from any one pension system, or by

B. A petition signed by two-thirds (2/3) of the Board.

Section 2: Petitions to amend the Constitution, in addition to the required signatures, shall include the Article and section to be amended, all articles and sections referenced, and the proposed new wording.

Section 3: Proposed Amendments must be presented to the Board for signature certification and placement on the ballot no later than August 1 of the year in which a vote is to be taken.

Prior to October 15, all members of record as of September 31 shall be notified in writing of all items requiring a vote. An official ballot or ballots shall be included with the notification.

Notification shall be considered satisfied by placement of the required material in the hands of the U.S. Postal Service.

The official ballots received at the association's main office prior to 5 P.M. November 15 shall constitute the voting membership. Should November 15 fall on a Saturday or Sunday, the date will be extended to the ensuing Monday.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the association in all cases that are not inconsistent with this Constitution, its by-laws, or any special rules of order the association may adopt.