

AMENDED AND RESTATED CODE OF REGULATIONS OF

THOMAS M. WERNERT CENTER (Formerly Consumers Union of Lucas County)

Amended October 26, 2021

Pursuant to Section 11.1 of the Code of Regulations of the Thomas M. Wernert Center (the “Corporation”) adopted January 23, 2001 (“Original Code of Regulations”), the Board of Trustees, by the affirmative vote of not less than two-thirds (2/3) of such Trustees, consents to and adopts this Amended and Restated Code of Regulations (“Regulations”), which as of the date set forth above shall supersede and replace the Original Code of Regulations in their entirety.

ARTICLE I – CORPORATION

1.1 Name

The name of the Corporation is Thomas M. Wernert Center (TMWC).

1.2 Place of Business

TMWC shall have its principle place of business in the City of Toledo, Lucas County, Ohio and may have such other places of business as the Board of Trustees may from time to time determine.

1.3 Purpose

The purposes for which TMWC is organized are exclusively charitable, scientific or educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 as amended (or comparable provisions of subsequent legislation), and in furtherance of these purposes TMWC may establish, maintain, and operate either directly, through subsidiary organizations, or in cooperation with other organizations, such functions and services, within or outside the State of Ohio, as the Board of Trustees may from time to time determine, including but without limitation:

- a) To provide mental health and wellness education and leadership and advocacy training to TMWC members which will improve the quality of their lives and to provide public awareness and education that will positively increase public knowledge of mental health issues and decrease stigma.
- b) To provide peer to peer support through mutual sharing of lived experience with mental illness; this may include TMWC employee to member or member to member.
- c) To act as a liaison between service providers and TMWC members.
- d) To provide ongoing outreach to Lucas County residents with severe mental illness through peer to peer support, newsletters and other communications, and other services deemed appropriate by the Board of Trustees.
- e) Conduct activities, whether directly, through related organizations, or in cooperation with other organizations exempt from tax under Section 501(c)(3) of the Internal Revenue

Code of 1986(or comparable provisions of subsequent legislation), and to acquire, to own, to dispose of and to deal with real and personal property and interests therein, and to apply gifts, grants, bequests, and devices, and the proceeds therefrom, in furtherance of the purposes of TMWC; and

- f) Do such things and perform such acts to accomplish its purposes as are not forbidden by Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or comparable provisions of subsequent legislation) with all the powers conferred on nonprofit corporations by the laws of the State of Ohio.

The Mission of the Thomas M. Wernert Center is to improve the quality of life for persons living with mental illness by offering hope and peer-driven programs that address recovery through education, advocacy, and peer support.

1.4 Nonprofit Operation

TMWC shall be operated exclusively for charitable, scientific or educational purposes as a nonprofit corporation. No Trustee or officer of TMWC or private individual shall have any title to, or interest in, the corporate property or earnings in his or her individual or private capacity, and no part of the net earnings of TMWC shall inure to the benefit or any Trustee, officer or private individual. No substantial part of the activities of TMWC shall consist of carrying on of propaganda or otherwise attempting to influence legislation, nor shall TMWC participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE II- MEMBERSHIP

2.1 Membership

The Membership of TMWC shall consist of two (2) classes: Voting Members and General Members as follows:

a) Voting Members

Voting Members shall consist of adults with a diagnosed mental illness who are receivers of mental health services and residents of Lucas County, Ohio.

b) General Members

General Members shall include those interested in and who support the mission of TMWC.

Voting Members and General Members will be added to a database which shall be maintained by TMWC.

Membership may not be denied to any person based upon race, color, creed, religion, national origin, sexual orientation, disability, gender, age, or inability to pay a membership fee.

2.2 Annual Meeting

The Annual Meeting of TMWC shall be held between September 15 and November 15 at such time and place as the Board of Trustees may determine. The Membership must be notified at least ten (10) days prior to the scheduled event.

2.3 Special Meeting

Special Meetings of the Membership may be called upon written request of the President of the Board of Trustees, one-half (1/2) of the Board of Trustees, or upon receipt of a petition to the Board of Trustees signed by not fewer than twenty-five percent (25%) of the Voting Members listed in the current TMWC records.

2.4 Notice of Meetings

Written notice of the time and place of all meetings of Membership must be given at least ten (10) days before the date of the meeting, either personally (face-to-face or phone) or by mail (including email) to his or her last address on the TMWC records. Notice of Special Meetings shall state the purpose of the meeting and no business may be conducted at such Special Meetings except that specified in the notice of the meeting.

ARTICLE III – BOARD OF TRUSTEES

3.1 Board of Trustees

The business, property and affairs of TMWC shall be managed by a Board of Trustees which shall be the governing body of the TMWC. The Board of Trustees shall meet as often as necessary to conduct the business of TMWC, but no less than nine (9) times a year.

3.2 Number/Eligibility

The Nominating Committee shall present, at the Annual Meeting or a Special Meeting called for the purpose of filling a vacancy, a slate of potential candidates for election to the Board of Trustees. The slate of potential candidates shall be chosen by the Nominating Committee as outlined in Section 7.4 of the Code of Regulations. The Board of Trustees must consist of not less than ten (10) nor more than twenty (20) persons. At least half (50%) of the Board of Trustees must consist of receivers of mental health services. Employees of TMWC are prohibited from being a Trustee. No more than one (1) Trustee shall be employed at any individual organization. Trustees shall not be related by consanguinity or marriage to another Trustee or employee of the TMWC.

3.3 Trustee Responsibilities

- a) Attend the orientation workshop, as provided by the Board of Trustees, following election

- b) Attend the Board of Trustees meetings; notify the Board President or Executive Director if unable to attend a meeting
- c) Be an active committee participant
- d) Promote and uphold the purposes of TMWC in the course of service as a Trustee and as a representative in the greater community
- e) Will sign and abide by the Trustees Agreement

3.4 Selection and Election to the Board of Trustees

(a) Selection and Election to the Board of Trustees shall be as follows:

Any individual interested in serving on the Board of Trustees must express interest verbally or in writing (face-to-face, phone, letter or email) to any Trustee prior to being nominated for the election. Interest must be expressed a minimum of two (2) weeks prior to the election.

The candidates must complete the following classes prior to being nominated:

- (1) Leadership
- (2) Peer Support

Prior board, committee or work experience may be substituted for these classes. The nominating committee will determine if the work experience and leadership skills are sufficient based on review of the candidate's resume or from the interview process.

Candidates must attend at least one (1) board meeting to observe how the TMWC Board of Trustees operates before being interviewed in person by a minimum of two (2) individuals from the Nominating Committee prior to the election. The candidates should be prepared to discuss the following with the Nominating Committee:

- (1) Leadership skills
- (2) Recovery skills/attributes/experience/relationship/work with someone in recovery
- (3) Activities in the organization as applicable

The election and candidate's name must be on the Board of Trustees meeting's agenda.

Each Trustee is required to be on a minimum of one (1) of the following committees, not including the Executive Committee, in addition to serving on the Board of Trustees:

- (a) Executive (if applicable)
- (b) Finance (Treasurer shall be the Chair of the Finance Committee)
- (c) Program
- (d) Development/Communications

Trustees Elected by Voting Members of TMWC

Two (2) of the Trustees serving at any one (1) time shall be elected from the slate of potential candidates presented by the Nominating Committee by a majority of Voting Members of TMWC who are present at the Annual Meeting or a Special Meeting called for the purpose of filling a vacancy. Trustees selected by the Voting Members of TMWC shall be designated as Voting Member elected Trustees on TMWC records for purposes of tracking their terms.

In September of each year, a meeting will be held at which time nominations from the floor will be accepted for the open Voting Member elected Trustee position. Before the annual meeting in November all nominated Voting Members will meet with the Nominating Committee. Upon confirmation from the Nominating Committee that the Voting Member is interested and qualified (see qualifications stated in 3.4 (a) above) to serve on the Board of Trustees, the slate of candidates will then be presented to the Voting Members at the Annual Meeting in November, at which time voting will take place for the Voting Member elected Trustee position.

If the Nominating Committee does not have a slate of potential candidates at the time of the Annual Meeting, then there will be no election at that time. If there is no election held at the Annual Meeting, then the Voting Members on the Board of Trustees will have thirty (30) days from the date of the Annual Meeting to nominate and elect a member to the Voting Member elected position.

If thirty (30) days after the Annual Meeting, the Voting Members on the Board of Trustees have not nominated and elected a Voting Member to the Board of Trustees, then the Board of Trustees as a whole shall appoint a Voting Member to the Voting Member elected position if an interested qualified Voting Member candidate is available.

(b) Trustees Elected By the Board of Trustees

The Board of Trustees shall elect from the slate of potential candidates, presented by the Nominating Committee, the remainder of the Trustees by a majority vote of the Board of Trustees for full or unexpired term vacancies subject to the qualifications and Voting Member ratio requirements of Section 3.2. Trustees elected by the Board of Trustees shall be designated as Board elected Trustees on TMWC records for the purpose of tracking their terms and may be elected for the full or unexpired terms of Board elected Trustees; at any time the Board of Trustees determines the necessity to fill a vacancy.

The Board of Trustees may also elect Trustees to fill vacancies of Voting Member elected Trustees. Persons elected to fill vacancies for Voting Member elected Trustees appointed by the Board of Trustees shall serve through the expiration of the term.

3.5 Term Limits For Trustees

Trustees shall be elected for two (2) year terms, unless elected to fill an unexpired term. Trustees may serve no more than three (3) consecutive two (2) year terms, not including appointment to the balance of an unexpired term. After three (3) consecutive full terms, a Trustee is ineligible for appointment for one (1) year. If due to term expiration, the Board of Trustees falls below the

ten (10) person minimum, then the termed Trustee can be re-elected to the Board of Trustees until such time as a new Trustee is elected. This is to be utilized only in extenuating circumstances.

3.6 Vacancies

At any regular or Special Meeting, the Board of Trustees may fill vacancies of the unexpired terms for Trustees elected by the Board of Trustees and Voting Member elected Trustees to serve until the expiration of the term. When filling a Voting Member elected Trustee position, only a Voting Member should be elected to fill that position. No person shall be chosen to fill a vacancy on the Board of Trustees who is ineligible for election as a Trustee in accordance with these Regulations.

3.7 Trustee Removal, Absences and Resignations

- a) Removal: Any Trustee may be removed, either with or without cause, at any meeting, by the affirmative vote of two-thirds (2/3) of the Board of Trustees, taken at a regular meeting of the Board of Trustees, the notice (or waivers of notices) of which shall have specified that such removal action was to be considered.
- b) Absences: After two (2) absences of the regular Board of Trustees meetings the President shall advise the Trustee of this Section of the Code of Regulations. Three (3) consecutive absences from regular Board of Trustees meetings shall constitute automatic termination from the Board of Trustees. Four (4) non-consecutive absences from regular Board of Trustees meetings in a calendar year shall constitute automatic termination of Board of Trustees. Automatic terminations may be appealed by the terminated Trustee. A two-thirds (2/3) affirmative vote of the Board of Trustees shall be required for reinstatement. The terminated Trustee shall not have a vote in this matter.
- c) Resignations: Any Trustee may resign at any time by giving written or verbal notice to the Board of Trustees; the President, or the Secretary. Any such resignation shall take effect at the time specified.

3.8 Power of the Board of Trustees

The Board of Trustees shall have charge, control and management of the business, property, affairs, and funds of TMWC and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or comparable provisions of subsequent legislation) not inconsistent with these Regulations and with the Articles of Incorporation, or with the laws of the State of Ohio.

The persons who are members of the Board of Trustees shall be the only members of TMWC for purposes of R.C. 1702.01 et. seq. The Membership, including Voting Members and General Members, described in Article II above are not members of the Corporation for purposes of R.C. 1702.01 et. seq.

In addition to, and not in limitation of, all powers, express or implied, now or hereafter conferred upon Boards of Trustees of nonprofit corporations, and in addition to the powers mentioned in and implied in these Regulations, the Board of Trustees shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of TMWC, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of TMWC and in furtherance of its purposes.

3.9 Execution of Conveyances, Mortgages and Contracts

All conveyances and mortgages of real estate, assignments or discharges of mortgages and material written contracts shall be executed in the name of TMWC by any one of the President, Vice President, Secretary, Treasurer or Executive Director. Provided; that, if the value of the contract or agreement exceeds \$2,500.00 it shall be executed in the name of TMWC by any two (2) of the President, Vice President, Secretary, Treasurer and Executive Director.

3.10 Limitations on Powers of Board of Trustees

Notwithstanding the provisions of Sections 11.1 and 3.7.; of these Regulations, or any other provisions of TMWC Articles of Incorporation or Regulations, the affirmative vote of not less than two-thirds (2/3) of the Trustees then in office shall be required on the following matters before the action shall be that of the Board of Trustees:

- a) Creation of new subsidiary corporations;
- b) Acquisition of new subsidiary corporations or the divestiture of existing subsidiaries;
- c) Participation by TMWC in any partnership or joint venture;
- d) Approval of plans of merger, consolidation or dissolution.

3.11 Meetings of Board of Trustees

The Board of Trustees meetings are to be held on the fourth Tuesday of every month at 4:30 p.m. at the TMWC, unless otherwise notified. There must be a minimum of nine (9) meetings of the Board of Trustees each year.

3.12 Special Meetings

Special Meetings of the Board of Trustees may be called by the President, Vice President or upon written request of one-half (1/2) of the Board of Trustees. All Board of Trustees must be notified of such a meeting at least ten (10) days prior to the date of the meeting. Notice of special meetings shall state the purpose of the meeting.

3.13 Executive Committee Meetings

The Executive Committee shall meet as called by the President or Vice President or by at least one-half (1/2) of the Executive Committee.

3.14 Telephonic or Videoconferencing

In order to allow and encourage Board of Trustees the ability to conduct business, the use of telephonic or videoconferencing shall be allowed for Board of Trustees meetings and voting. Each Trustee shall be allowed five (5) telephonic or videoconferencing interactions per calendar year as deemed appropriate by the Executive Committee.

ARTICLE IV – OFFICERS

4.1 General

The officers of TMWC must be a Trustee to serve as President, Vice President, Secretary, Treasurer, and Past President.

4.2 Election and Term of Officers

Officers shall be elected at the first meeting of the Board of Trustees held after the Annual Meeting.

The officers shall take office at the close of the meeting at which they are elected, and shall serve for a term of one (1) year, or until their successors have been elected. Should a vacancy occur for whatever reason during the year, the Board of Trustees will fill that position.

4.3 Duties of Officers

- (a) **President:** The President shall perform all duties customarily performed or as required by laws. The President shall preside at all meetings of the Voting Members and the Board of Trustees and sign the records thereof. The President may attend, without vote, any committee meeting.
- (b) **Vice President:** The Vice President shall perform all the duties of the President, in the absence of the President and such other duties as the President may direct.
- (c) **Secretary:** The Secretary, or designee, as determined by the President, shall keep an accurate record of the meetings.
- (d) **Treasurer:** The Treasurer is responsible for overseeing the management and reporting of the TMWC finances and must understand financial accounting for nonprofit organizations. The Treasurer will serve as the Chair of the Finance Committee and with the Finance Committee makes recommendations to the Board of Trustees for approval by the Board of Trustees' financial responsibilities. The Treasurer works with the Executive Director and the Finance and Operations Director to ensure financial statements are made available to the Finance Committee and the Board of Trustees in a timely manner. The

Treasurer oversees the annual budget and annual audit and ensures each are presented to the Board of Trustees for approval and Trustees questions have been addressed.

- (e) Past President: The immediate Past President shall remain on the Executive Committee as a resource for the Incoming President.

4.4 Officer Removal, Resignations and Vacancies

- (a) Removal: Any officer may be removed, either with or without cause, at any time, by the Board of Trustees at any meeting, the notice (or waivers of notices) of which shall have specified that such removal action was to be considered.
- (b) Resignations: Any officer may resign at any time by giving written notice to the Board of Trustees; the President; or the Secretary. Any such resignation shall take effect at the time specified.
- (c) Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise occurs, shall be filled in the most expeditious manner.

ARTICLE V – EXECUTIVE DIRECTOR

5.1 Duties

The Board of Trustees shall hire an Executive Director to manage the day-to-day activities of TMWC and perform such duties as directed by the Board of Trustees. The Executive Director serves at the pleasure of the Board of Trustees which shall determine the terms and conditions of the Executive Director's employment including, but not limited to, hours of work and rate of compensation.

ARTICLE VI – QUORUM

6.1 Quorum – Voting Members

For any Annual Meeting or Special Meeting of Voting Members, a quorum shall be defined as Voting Members present.

6.2 Quorum – Board of Trustees

Unless otherwise specified elsewhere in these Regulations, a quorum shall be defined as 50% plus one of the Board of Trustees for any Board of Trustees meetings.

ARTICLE VII – COMMITTEES

7.1 Committees

Each Trustee shall serve on a minimum of one committee, not including the Executive Committee:

- Executive (if applicable)
- Governance (Nominating, Strategic Planning)
- Finance
- Development/Communications
- Program Committee (member policies and programs)

Each committee must have a minimum of one Voting Member currently serving on the Board of Trustees and a minimum of two General Members. The committee shall not meet if there is no Voting Member present.

All committees must have a TMWC liaison recommended by Executive Director and approved by Board of Trustees.

When there is an opening in a committee or for an Officer, Trustees shall communicate their interest in serving and/or their Board recruitment efforts to the President.

The President may establish other committees or subcommittees as necessary or advisable by the Board of Trustees to conduct the business of TMWC.

The Board of Trustees may solicit interested community volunteers who support the mission of TMWC to serve on committees.

The President shall appoint Trustees and community volunteers serving as advisors to committees with recommendations from the Executive Director.

The President shall appoint the Chairperson for each committee at any time.

The Executive Director is encouraged to attend all committee meetings, but without voting privileges.

7.2 Executive Committee

Officers on the Executive Committee shall serve for one year and shall consist of the President, Vice President, Secretary, Treasurer, and the Past President, but only if the Past President remains on the Board of Trustees. The Executive Committee shall meet as called by the President or by at least one-half of the Executive Committee.

Between meetings of the Board of Trustees, the Executive Committee shall have and may exercise decision-making authority in the absence of specific direction by the Board of Trustees, in the management of the business of TMWC except as prohibited by law or limited by the Articles of Incorporation or these Regulations. The Executive Committee shall report all actions

to the Board of Trustees for ratification. The Executive Committee shall not modify actions taken by the Board of Trustees.

7.3 Governance

The Board Governance Committee will carry out the mission of TMWC and provide for the best board member engagement and experience possible. The Board Governance Committee will accomplish this by establishing the board's purpose, providing continuous education and connection to the mission, maintaining an appropriate number of committees and members, maintaining and monitoring the board's results, and seeking to support and develop board leadership.

The Board Governance Committee will meet periodically as necessary to complete the following:

- 1) Develop a board member and committee member recruitment strategy. Continually identify and recruit candidates for the board, committee, and officer positions.
- 2) Develop, and ensure appropriate implementation of a board orientation and onboarding strategy, which emphasizes appropriate respect of diversity, inclusion, and equity
- 3) Periodically review the defined and adopted mission and vision statements of the organization and whether they are consistent across documents and activities.
- 4) Periodically review the Code of Regulations and whether they are consistent with applicable laws and whether they guide effective oversight and thoughtful planning.
- 5) Review the performance of the board and committees, including the effectiveness of meetings, and make recommendations, as appropriate. Review the performance of, and any perceived or actual conflicts involving, individual board members.
- 6) Ensure timely and compliant elections of board members and officers, recommend retention and re-election of incumbent board members, as appropriate, and recommend the request for resignation or removal of a board member, as appropriate.
- 7) Develop a job description, compensation recommendations, and conduct a regular performance review of executive director.

7.3 Finance

The Finance Committee will oversee the financial activities and monitor the financial health of the organization for the purpose of assuring its stability. This committee will work closely with the executive director and other financial advisors as determined by the Board of Directors. The Finance Committee will accomplish its goals by:

- 1) Oversight of the annual budget, financial statements, and annual audit.
- 2) Reviewing and presenting financial information to the Board of Trustees.
- 3) Development and oversight of the fiscal, financial, and budgetary policies.

The Finance Committee will meet as determined necessary by the committee and the Board Treasurer, who serves as the chair of the Finance Committee. The monthly review of financial

statements will be a high priority and can be accomplished through electronic means if a full committee meeting is not necessary.

7.4 Program Committee

The Program Committee will oversee, support and enhance the policies, practices and programs of TMWC. The Program Committee, in conjunction with the executive director and staff, will work to enhance the overall care and service provided to members by:

- 1) Evaluating current member protocols and policies
- 2) Monitoring health and effectiveness of programs offered
- 3) Adding additional programs where needed and indicated
- 4) Developing and communicating program measures and outcomes

The Program Committee will meet as needed to accomplish these goals.

7.5 Development/Communications Committee

The Development/Communications Committee will support and drive the fundraising efforts needed to support the organization's mission. This committee will work proactively to secure needed funds through fund development strategies. The Development/Communications Committee will create and implement fundraising policies, practices and procedures and will work to engage the board, the staff and community to support the mission of the organization.

The **Development/Communications Committee** will accomplish the following:

- 1) Oversee an annual development plan, including fundraising goals for the annual budget
- 2) Work collaboratively with executive director and development staff to support fundraising goals
- 3) Determine Trustee fundraising expectations and goals; provide guidance for Trustees on meeting fundraising goals; tracks progress toward fundraising goals both for individual Trustees and for the Board of Trustees as a whole
- 4) Ensures a culture of enthusiasm for philanthropy among Trustees
- 5) Work with executive director and staff to identify and develop relationships with potential donors and funders
- 6) Assist in development of a comprehensive marketing and communications plan
- 7) Periodically review the organization's messaging and image

The Development/Communications Committee will meet regularly and provide reports to the board.

ARTICLE VIII – INDEMNIFICATION

8.1 Indemnification

(a) Actions Not Brought By or in the Right of TMWC. TMWC shall indemnify and defend, to the fullest extent permitted by law, any person who was or is a party or threatened to be made a party to any pending threatened or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (the “Action”), by reason of the fact that the person is or was a Trustee, officer, employee or agent of TMWC, or of any affiliate or subsidiary, or serves or served on any formally constituted advisory body or committee of TMWC or any affiliate or subsidiary against expenses (including attorney’s fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such Action, suit or proceedings if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of TMWC, and with respect to any criminal proceeding, if the person had no reasonable cause to believe the person’s conduct was unlawful.

(b) Actions Brought By or in the Right of TMWC. In Actions brought by or in the right of TMWC, TMWC shall upon determination favorable to such person, indemnify any person who is or was a party or threatened to be made a party to any Action if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of TMWC; provided, however, that no indemnification shall be made with respect to (i) any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the person’s duty to TMWC unless and to the extent that the court in which such Action was brought shall determine that such person is fairly and reasonably entitled to indemnity for such expenses or (ii) any action or suit in which liability is solely asserted against a Director pursuant to Section 1702.55 of the Ohio Revised Code.

8.2 Liability Insurance

TMWC shall purchase and maintain insurance, or furnish similar protection, for or on behalf of any person who is or was a Trustee, officer, employee or agent of TMWC, or serves or served on any formerly constituted advisory board or committee of TMWC, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person’s status as such, whether or not TMWC would have the power to indemnify the person against that liability under Ohio law.

ARTICLE IX – FINANCIAL

9.1 Financial

The fiscal year of TMWC shall be from July 1 to June 30. The fiscal policies and budgets of TMWC shall be determined by the Board of Trustees with the advice and recommendations of the Finance Committee, Executive Director, and Finance and Operations Director. The Board of Trustees may establish guidelines for purchasing authority and check approval, and the Finance Committee will review and update those policies at least annually. The accounts of TMWC shall be audited annually after the close of the fiscal year.

ARTICLE X – PROCEDURE

10.1 Governing Procedure

Robert’s Rules of Order (latest version) shall be the governing method for conducting all meetings including the Annual Meeting, Board of Trustees meetings, and committee meetings when applicable and not inconsistent with these Regulations.

ARTICLE XI – AMENDMENTS

11.1 Amendments

These Regulations may be amended in whole or in part only by the affirmative vote at a meeting, or by the written consent without a meeting, of three-fifths (3/5) of the Board of Trustees present at a meeting called for such purpose at which a quorum is present.

11.2 Review of Code of Regulations

The Code of Regulations shall be reviewed as needed by the Board of Trustees at the Board of Trustees meetings.

ARTICLE XII – DISSOLUTION

12.1 Dissolution

Upon dissolution of TMWC, the department (Ohio Mental Health & Addiction Services-OMHAS) or its successor shall be a party to any judicial proceeding or other dissolution proceeding or agreement and that the department (OMHAS) or its successor may be distributed under such order or agreement to the extent of its participation and the extent provided by law or participation agreement which originally set forth disbursement of funds to TMWC.