



Ohio Revised Code

Section 1702.11 Contents of regulations.

Effective: [March 29, 2007](#)

Legislation: [House Bill 699 - 126th General Assembly](#)

(A) Without limiting the generality of such authority, the regulations, whether designated a constitution or rules, or by some other term, may include provisions with respect to the following:

(1) The place, if any, and time for holding, the manner of and authority for calling, giving notice of, and conducting, and the requirements of a quorum for, meetings of members, or their elected representatives or delegates;

(2) The qualifications, admission, voluntary withdrawal, censure, and suspension of members, and the termination of membership;

(3) The fees and dues of members;

(4) The rights of members or classes of members, or of their elected representatives or delegates, to vote; the manner of conducting votes of members on matters, including voting by mail, by the use of authorized communications equipment, or by proxy; the specification of the relative rights and privileges among members and in the property of the corporation; and limitations upon or regulations governing the right of members to examine the books and records of the corporation;

(5) The election of representatives or delegates of members and their authority, rights, and privileges;

(6) The number, classification, manner of fixing or changing the number, qualifications, term of office, voting rights, compensation or manner of fixing compensation, and the removal of directors;

(7) The place, if any, and time for holding, the manner of and authority for calling, giving notice of, and conducting, and the requirements of a quorum for, meetings of the directors;

(8) The appointment of an executive and other committees of the directors or of members, their



authority, and the method by which they take action;

(9) The titles, qualifications, duties, term of office, compensation or manner of fixing compensation, and the removal, of officers;

(10) Defining, limiting, or regulating the exercise of the authority of the corporation, the directors, the officers, the members, or any class of members;

(11) The method by which voting members may change the regulations;

(12) Providing for the use of authorized communications equipment.

(B)(1) In the absence of provisions in the articles or the regulations with respect to the method of changing the regulations, the regulations may be amended, or new regulations may be adopted, by the voting members at a meeting held for such purpose, if a quorum is present, by the affirmative vote of a majority of the voting members present in person, by the use of authorized communications equipment, by mail, or, if permitted, by proxy.

(2) For purposes of division (B)(1) of this section, participation by a member in a meeting through the use of any of the means of communication described in that division constitutes presence in person of that member at the meeting for purposes of determining a quorum.

(C) The members of a nonprofit corporation may adopt or authorize the directors to adopt, either before or during an emergency, as defined in division (U) of section 1701.01 of the Revised Code, emergency regulations operative only during an emergency. The emergency regulations may include those provisions that are authorized to be included in regulations by divisions (A) and (B) of this section. In addition, unless expressly prohibited by the articles or regulations, and notwithstanding any different provisions in this chapter and any different provision in the articles or regulations that are not expressly stated to be operative during an emergency, the emergency regulations may make any provision that may be practical or necessary with respect to meetings, committees, vacancies, and temporary appointments of the directors, and the rank and succession of officers, the same as may be done by corporations for profit under division (C) of section 1701.11 of the Revised Code.



(D) Any change in the regulations made in accordance with their provisions or pursuant to division (B) of this section shall be binding on all members.

(E) If the regulations are amended or new regulations adopted without a meeting of the voting members, the secretary of the corporation shall send by mail, overnight delivery service, or authorized communications equipment a copy of the amendment or the new regulations to each voting member who would have been entitled to vote on the amendment or new regulations and did not participate in the adoption of the amendment or new regulations. If the secretary of the corporation mails the copy or sends it by overnight delivery service, the secretary shall send the copy of the amendment or the new regulations to the voting member at the voting member's address as it appears on the records of the corporation. If the secretary sends the copy by means of authorized communications equipment, the secretary shall send the copy of the amendment or the new regulations to the address provided by the voting member for transmissions by authorized communications equipment.

(F) No person dealing with the corporation shall be charged with constructive notice of the regulations.

(G) Unless expressly prohibited by the articles or regulations, or unless otherwise provided by the emergency regulations, and notwithstanding any different provision in this chapter, the special rules provided for corporations for profit under division (F) of section 1701.11 of the Revised Code are applicable to a nonprofit corporation during an emergency, as defined in division (U) of section 1701.01 of the Revised Code.