

**ONEOHIO RECOVERY FOUNDATION, INC.**  
**CODE OF REGULATIONS**

**ARTICLE I**

**Name & Purpose**

**Section 1.01 – Name**

The name of the corporation shall be OneOhio Recovery Foundation (“Foundation” or the “Corporation”). The Foundation, through its Articles of Incorporation, was formed as a nonprofit corporation under Ohio law.

**Section 1.02 – Purpose**

The Foundation, its Articles of Incorporation, and this Code of Regulations (“Code of Regulations”) were developed from the founding principles outlined in the OneOhio Memorandum of Understanding (“MOU”), entered into by the State of Ohio and the counties, townships, cities, and villages within the geographic boundaries of the State of Ohio involved in the National Prescription Opiate Multidistrict Litigation. The MOU is attached hereto as Appendix A. All defined terms used herein shall be the same as the MOU. As provided in the MOU, the Foundation was intended to be pursuant to the MOU and has been formed to be pursuant to its Articles of Incorporation, a separate nonprofit corporation under Ohio law, and as such, has full authority under Ohio law to take all actions that it deems necessary and appropriate to carry out its Charitable Purposes (as defined below).

As set forth in its Articles of Incorporation, the Foundation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding section of any future United States Internal Revenue Law, including, as only limited by such purposes, the following purposes and activities related thereto:

a.) To promote the health and safety of Ohioans by implementing evidence-based forward-looking strategies, programming and services used to (i) expand the availability of treatment for individuals affected by substance use disorders, (ii) develop, promote and provide evidence-based substance use prevention strategies, (iii) provide substance use avoidance and awareness education, (iv) decrease the oversupply of licit and illicit opioids, and (v) support recovery from addiction services performed by qualified and appropriately licensed providers in order to lessen the burdens of government.

b.) To advocate for the interests of Ohioans by working with the State of Ohio, and its counties, townships, cities, villages, etc., to determine the best way to provide Ohioans with the programs and services described in Section a.) above.

c.) To fund the programs and services described in Section a.) above by disbursing through a competitive grant process funds to private organizations, local governments, and government agencies engaged in such programs (the purposes set forth above, inclusively, the “Charitable Purposes”).

## ARTICLE II

### Members

#### **Section 2.01 – Directors are Members**

The Foundation has no members as such and the individuals who are then Directors (“Directors” or individually a “Director”) of the Foundation’s Board of Directors (“Board”) shall, for purposes of any statute or rule of law now and hereafter in effect, be taken to be the members of the Foundation and shall have the rights and privileges of members except that no person shall have any right or privilege as a member if that person ceases to be or otherwise is not then a Director. Any action required by the membership of this Foundation shall be approved by the Directors as provided in Article III.

## ARTICLE III

### Board of Directors

#### **Section 3.01 – Number and Qualifications**

- a.) The Board shall consist of twenty-nine (29) Directors.
- b.) No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.
- c.) Directors shall be individuals who:
  - (i) Are eighteen (18) years or older;
  - (ii) Support the Charitable Purposes of the Foundation; and
  - (iii) Are representative of the communities within the State of Ohio with respect to their diversity in background and experience, especially with respect to matters involving the Foundation’s Charitable Purposes, including, without limitation, those with treatment, prevention and abatement expertise and those with lived or shared experience with substance use disorder, and/or bring competencies to the Board that assists the Foundation in the pursuit of its Charitable Purposes and mission.

#### **Section 3.02 – Selection and Election**

- a.) The State of Ohio shall be divided into nineteen (19) Regions. A map of these regions is attached as Appendix B.
- b.) The Directors shall comprise representation from the following four categories (each such category, a “Director Class”, and all such categories, the “Director Classes”):
  - (i) Metropolitan Appointees: eight (8) Directors with one Director selected by each of the eight (8) Metropolitan Regions.
  - (ii) Non-Metropolitan Appointees: eleven (11) Directors with one Director selected by each of the eleven (11) Non-Metropolitan Regions; and
  - (iii) Statewide Appointees: six (6) Directors selected by the State of Ohio as follows:
    - i. Five (5) Directors selected by the Governor, and
    - ii. One (1) Director selected by the Attorney General.

- (iv) Legislative Appointees: four (4) Directors selected by the Ohio General Assembly as follows:
  - i. One (1) Director selected by the President of the Ohio Senate;
  - ii. One (1) Director selected by the Minority Leader of the Ohio Senate;
  - iii. One (1) Director selected by the Speaker of the Ohio House; and
  - iv. One (1) Director selected by the Minority Leader of the Ohio House;
- c.) The Executive Director shall serve as an ex-officio non-voting Director.
- d.) The Foundation has indicated to the regions that regional governance structures should be established to ensure that all Local Governments (counties, townships, cities, and villages) in the Region have input and equitable representation in making their appointment to the Foundation Board and that regions are encouraged to incorporate diverse private sector involvement, including participation by private sector stakeholders with treatment, prevention or abatement expertise, and individuals with lived or shared experience with substance use disorder.
- e.) Each of the elected Directors shall have voting rights.
- f.) The initial Directors shall be elected by the incorporator. Thereafter, election of the Directors shall take place at the annual meeting of the Board of Directors in accordance with Section 3.02(b). If the annual meeting of the Board of Directors is not held or the Directors are not elected thereat, the Directors may be elected at a special meeting called and held for that purpose.

**Section 3.03 – Term**

- a.) Initial Board terms shall be staggered as follows:
  - (i) Initial one-year term (eight (8) Directors) as follows:
    - i. One (1) Metropolitan Appointee
    - ii. Four (4) Non-Metropolitan Appointees
    - iii. Two (2) Statewide Appointees, including the Director selected by the Attorney General
    - iv. One (1) Legislative Appointee
  - (ii) Initial two-year term (16 Directors) as follows:
    - i. Five (5) Metropolitan Appointees
    - ii. Six (6) Non-Metropolitan Appointees
    - iii. Three (3) Statewide Appointees
    - iv. Two (2) Legislative Appointees
  - (iii) Initial three-year term (five (5) Directors) as follows:
    - i. Two (2) Metropolitan Appointees
    - ii. One (1) Non-Metropolitan Appointee

- iii. One (1) Statewide Appointee
- iv. One (1) Legislative Appointee
- b.) Initial Board terms shall begin on the date of the first Board meeting at which a quorum is present.
- c.) After the initial term, all subsequent terms shall be for two (2) years.

#### **Section 3.04 – Resignation and Removal**

- a.) Any Director may resign at any time by giving written notice to the Chair or the Secretary of the Board. Unless otherwise specified, a resignation shall take effect immediately upon receipt of resignation. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.
- b.) Any Director may be removed for cause at a meeting held for that purpose, provided that there is a quorum of the Board present at the meeting for which such action is taken.
- c.) Any Director may be removed by the appointing authority of their Director Class, as set forth in Section 3.02(b).
- d.) Any vacancy in the number of Directors by reason of this section may be filled at the same meeting in the manner prescribed in Section 3.02(b).

#### **Section 3.05 – Vacancies**

Any vacancies on the Board arising at any time from any cause may be filled in accordance with the appointment process of their respective Director Class prescribed in Section 3.02(b).

#### **Section 3.06 – Meetings**

- a.) Meetings of the Board may be held at any place within the State of Ohio as the Board may from time to time fix, or as shall be specified in the notice.
- b.) An annual meeting of the Board shall be held in September of each year at a time and place fixed by the Board.
- c.) Other regular meetings of the Board shall be held no less than four (4) times during the year at a time and place fixed by the Board, and one such meeting shall be designated as the Annual Meeting.
- d.) Additional meetings of the Directors may be called by the Chair of the Board, or any four Directors.
- e.) The Board may vote to enter an executive session to discuss matters requiring confidentiality, including but not limited to sensitive employment issues, tax issues, the purchase or sale of property, conferences with an attorney regarding threatened, pending, or imminent legal action or other matters that require confidentiality.
- f.) On a voluntary basis in order to ensure transparency as a means to facilitate increased engagement to help achieve the Foundation’s Charitable Purposes and mission, the Foundation shall make reasonable arrangements to make the meetings of the Board accessible to the general public, other than the meetings, or portions thereof, in which the Board was in executive session or if the Board otherwise determines, in good faith, that certain materials are sensitive, confidential, or privileged material that is not appropriate

for the general public.

- g.) In addition, on a voluntary basis and in furtherance of the transparency and increased engagement discussed in the preceding section, the Foundation shall make reasonable arrangements to make Board meeting minutes and Board meeting materials accessible to the general public upon written request, other than the materials and minutes, or portions thereof, in which the Board was in executive session or if the Board otherwise determines, in good faith, that certain materials are sensitive, confidential, or privileged material that is not appropriate for the general public.
- h.) Any meeting of the Board may be held through any electronic or other authorized communications equipment through which all persons participating can contemporaneously communicate, including but not limited to telephone or video conference. Such participation shall constitute attendance at such meeting.
- i.) A Director shall not receive any compensation from the Foundation for his or her services to the Foundation in his or her capacity as a Director.

### **Section 3.07 – Notice of Meetings**

- a.) Notice of the time, place, and purpose of each meeting of the Board shall be given to each Director not less than ten or not more than sixty days before the date of the meeting by either by personal delivery, mail, or by any authorized communications equipment, including electronic communication. In extraordinary circumstances, such notice may be given not less than twenty-four (24) hours before such meeting. The business to be transacted at a meeting need not be specified in the notice of the meeting except in the case of a special meeting.
- b.) A Director may waive notice of any meeting of the Board by submitting a signed waiver of notice before or after the meeting, or attending the meeting without protesting the lack of notice, prior thereto or at its commencement.
- c.) Notice of each meeting of the Board shall be given to the public through reasonable means of communication.

### **Section 3.08 – Quorum; Attendance.**

- a.) Eighteen (18) Directors shall constitute a quorum.
- b.) In the absence of a quorum at any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum shall be present. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.
- c.) Each Director is expected to attend not fewer than seventy-five (75%) of the meetings of the Board during each year. A Director may be excused for failing to attend a meeting for good cause. The Chair may consult with the Board with respect to good cause circumstances.

### **Section 3.09 - Voting**

- a.) In all votes of the Board, a measure shall pass if the following are met:
  - (i) A quorum is present;

- (ii) The measure receives the affirmative votes from a majority of those Directors voting; and
- (iii) At least one member from each of the four Director Classes in Section 3.02(b) votes in the affirmative.

### **Section 3.10 – Informal Action by the Board**

Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Such action and written consents shall be filed with the minutes of proceedings of the Board of Directors or the committee.

### **Section 3.11 – Not Public Officials**

Under Ohio Ethics Commission Guidance, attached hereto as Appendix C, individuals serving as Directors on the Board shall not be considered public officials by reason of their appointment to and service on the Board. Individuals that are public officials in their own capacity shall not be relieved of their public official capacity by reason of serving as a member of the Board.

### **Section 3.12 Rule-Making Authority**

The Board may, from time to time, establish rules, regulations, and policies in order to carry out the purposes of the Foundation.

### **Section 3.14 Fiduciary Duties**

All Directors shall serve as fiduciaries of the Foundation as required by Ohio Revised Code Section 1702.30(B) governing directors of nonprofit corporations.

## **ARTICLE IV**

### **Committees of the Board of Directors**

#### **Section 4.01 – Committees**

- a.) The Board, by the Code of Regulations or by resolution, may provide for committees of the Directors and persons who are not Directors as it may deem advisable for the proper operation of the Foundation and may assign to any such committee such powers and duties as it may determine; provided, however, that such committees shall not be empowered to exercise the powers of the Board.
- b.) Committees may retain, at the Foundation's expense, such search firms, independent counsel, or other advisors as it deems appropriate. Each committee shall make a formal request to the Board and/or Executive Committee to approve the retention or termination of any such firm, counsel, or advisor to assist such committee in carrying out its responsibilities. Any such request and approval shall be made in accordance with a Procurement Policy adopted by the Board.
- c.) The Board of Directors may, from time to time, create such other committees as the activities of the Foundation may require, and delegate such authority to such committees as the Board may deem appropriate, provided that any committee which is authorized by

the Board to exercise any of the powers of the Board shall consist of at least three Directors and the only voting members of any such committee shall be Directors.

- d.) The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Board or any individual Director of any responsibility imposed by law.
- e.) Committees may vote to enter an executive session to discuss matters requiring confidentiality, including but not limited to sensitive employment issues, tax issues, the purchase or sale of property, conferences with an attorney regarding threatened, pending, or imminent legal action or other matters that require confidentiality.
- f.) On a voluntary basis in order to ensure transparency as a means to facilitate increased engagement to help achieve the Foundation's Charitable Purposes and mission, Foundation shall make reasonable arrangements to make committee meetings accessible to the general public, other than the meetings, or portions thereof, in which the committee was in executive session, or if the committee or the Board otherwise determines, in good faith, that certain materials are sensitive, confidential, or privileged material that is not appropriate for the general public.
- g.) In addition, on a voluntary basis and in furtherance of the transparency and increased engagement discussed in the preceding section, the Foundation shall make reasonable arrangements to make committee meeting minutes and meeting materials accessible to the general public upon written request, other than the materials and minutes, or portions thereof, in which the committee was in executive session, or if the committee or the Board determines, in good faith, that certain materials are sensitive, confidential, or privileged material that is not appropriate for the general public.

#### **Section 4.02 – Executive Committee**

- a.) The Board may, by resolution, create an Executive Committee, consisting of the Chair, Vice Chair, and such other Directors as the Board may determine, provided that the Executive Committee shall have no fewer than five (5) members, including at least one member from each of the four Director Classes. The Executive Committee shall have all of the powers of the Board when the Board is not in session except the Executive Committee may not amend the Articles of Incorporation, this Code of Regulations, take any action to merge, transfer or otherwise dispose of the assets of the Foundation or otherwise liquidate or dissolve the Foundation or any similar action, take any action relating to the Foundation's status as a nonprofit corporation under Ohio law or the Foundation's status under Section 501(c)(3) of the Code, elect Officers or members of committees, or approve grantmaking regarding disbursement of Opioid Funds or otherwise approve or deny grants.
- b.) The purpose of the Executive Committee is to oversee the operations of the Board; to act on behalf of the Board should action be required between board meetings with advance notice to the board. The Committee shall annually review and evaluate Executive Director and review and adjust their compensation, including comparability data, and contemporaneously substantiate its deliberation and decision.

#### **Section 4.03 – Other Committees**

- a.) Notwithstanding any other section of this Article IV, the following committees shall be established by the Board and shall be subject to the following provisions of this section. No less than three (3) members of the Board shall serve on each committee, and shall be responsible for providing regular and as-needed reports to the Board on activities of the committee.

**(i) Audit and Finance Committee**

- a.) The purpose is to assist the Board in fulfilling its oversight responsibilities for the integrity of the Foundation's financial statements and reports.
- b.) This Committee shall oversee - on an annual basis a private, independent, external review and audit of the Foundation's financial statements, oversee the establishment, maintenance, and implementation of internal controls over the Foundation's financial reporting and the development, maintenance, and oversight of the Foundation's "whistle-blower" policy or similar types of complaints or allegations regarding the Foundation's financial or accounting practices.
- c.) Each member of the Audit Committee shall have a working familiarity with basic finance and accounting practices. Audit Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Foundation or an outside consultant.

**(ii) Personnel Committee**

- a.) The purpose of the Personnel Committee is to oversee the Foundation's compensation and employee benefit plans and practices, including executive compensation, except with respect to the Executive Director, as well as all incentive-compensation plans.

**(iii) Investment Committee**

- a.) The purpose of the Investment Committee is to assist the Board in approving and updating an investment policy that is designed to meet the Foundation's long and short-term goals, monitoring the Foundation's investments and returns thereon, hiring an investment manager, and selecting an investment firm to ensure the Foundation's investments are appropriate, prudent, and consistent with best practices for investments of the Foundation's funds.

**(iv) Grant Oversight Committee**

- a.) The purpose of the Grant Oversight Committee is to create a process for receiving applications and making recommendations to the Board on projects to be funded by the Foundation.
- b.) The Grant Oversight Committee shall develop and the Board shall approve a Grant-Making Policy for the disbursement of Opioid Funds (as defined in Section 11.02(a)) of the Foundation.
1. The Grant-Making Policy shall set forth the roles of the Grant Oversight Committee, Expert Panel, and Board in receiving,



reviewing, and approving applications for the disbursement of Opioid Funds.

- a. With respect to projects funded using Regional Shares, the Grant Oversight Committee shall work in partnership with the Regions to solicit applications for recommended projects.
- b. The Grant-Making Policy shall provide for a process pursuant to which the Board will hear appeals by Local Governments with respect to any denials of grant requests.
- c.) The Grant Oversight Committee may work with the Expert Panel to review applications to ensure conformity with the Approved Purposes under the Settlement Agreement and MOU.
- d.) The Grant Oversight Committee shall have no fewer than five (5) members, including at least one (1) member from the Metropolitan and one (1) member from the Non-Metropolitan Director Classes.

#### **Section 4.04 – Ex Officio Members**

- a.) The Board may appoint one or more persons (including persons who are not Directors) as ex officio members of any committee, which ex officio committee members shall be entitled to notice, to be present in person, to present matters for consideration, and to take part in consideration of any business by the committee at any meeting of the committee, but such ex officio committee members shall not be considered for purposes of a quorum or for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction of business by such committee.
- b.) The Chair shall be an ex officio member of all committees of the Board to which they have not already been appointed as a member.

#### **Section 4.05 – Authority and Manner of Acting**

- a.) Unless otherwise provided in this Code of Regulations or ordered by the Directors, any such committee shall act by a majority of its members (excluding ex officio members) at a meeting at such place or through such electronic or other authorized communications equipment through which all personal participating can contemporaneously communicate, or by a writing or writings signed by all of its members who would be entitled to vote at such meeting.

#### **Section 4.06 – Committee Chair**

Chairpersons shall be appointed by members of their respective committees by a majority vote of all committee members.

## **ARTICLE V**

### **Officers and Employees**

#### **Section 5.01 – Officers**

- a.) The officers of this Foundation shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, the Immediate Past Chair of the Board, and such other officers as the Board may from time to time appoint.
- b.) The Chair and Vice Chair shall be a member of the Board. The other officers may, but need not be, members of the Board of Directors.
- c.) A person may not occupy more than one office at any given time.
- d.) No instruments required to be signed by more than one officer may be signed by one person in more than one capacity.

**Section 5.02 – Election, Term of Office, and Vacancies**

- a.) Initial Provisional Officers may be elected by the Incorporator.
- b.) The officers shall be elected for a 2-year term at the annual meeting of the Board.
- c.) A vacancy in any office shall be filled by the Board for the balance of the term of office, provided that any vacancy in the office of Chair shall be filled by the Vice Chair, if one has been appointed by the Board, for the balance of the term of office.

**Section 5.03 – Resignation**

- a.) Any officer may resign at any time by giving written notice to the Chair or Secretary.
- b.) A resignation shall take effect immediately or at such other time as the resignation may specify. Acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

**Section 5.04 – Removal**

- a.) Any officer or assistant officer may be removed, with or without cause, at any time by the affirmative vote of the Directors.
- b.) Any vacancy by reason of this section may be filled at the same meeting of the Board.

**Section 5.05 – Duties of Officers**

- a.) The Chair shall act as the chair of all meetings and may designate any Director of the Board to chair any meeting which the Chair is unable to attend.
- b.) The Vice Chair shall collaborate with and assist the Chair, as necessary, to ensure that the Board and its committees carry out all necessary tasks. In the absence or disability of the Chair, the Vice Chair shall carry out all duties and responsibilities of the Chair and/or such duties and responsibilities as are authorized by the Board.
- c.) The Secretary shall oversee the timely preparation of the minutes of the proceedings of the Board; shall be the custodian of all books and records of the Board; shall certify the books and records of the Board as required; and shall perform such other duties as the Board from time to time may direct.
- d.) The Treasurer shall be the officer responsible for managing the financial activities of the Foundation, shall maintain an accurate account of all monies received and distributed by the Foundation and shall perform such other duties that the Board from time to time may direct.

- e.) Each of the Chair, the Vice-Chair, the Secretary, and the Treasurer shall have the authority jointly or severally to sign, execute and deliver in the name of the Foundation any deed, mortgage, bond, instrument, agreement, or other document evidencing any transaction authorized by the Board, except where the signing or execution thereof shall have been expressly delegated to another officer or person on the Foundation's behalf.

**Section 5.06 – Agents and Employees**

- a.) The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board.

**ARTICLE VI**

**Executive Director**

**Section 6.01 – Executive Director**

The day-to-day affairs and operations of the Foundation shall be managed by an Executive Director.

**Section 6.02 – Selection of the Executive Director**

- a.) The Board shall hire, in coordination with the Governor, an Executive Director.
- b.) The candidates for Executive Director shall have at least six (6) years of experience in addiction, mental health and/or public health, and management experience in those fields.
- c.) The Executive Director shall serve as an ex officio, non-voting member of the Expert Panel.

**ARTICLE VII**

**Expert Panel**

**Section 7.01 – Purpose**

- a.) The purpose of the Expert Panel is to utilize experts in addiction, pain management, and public health, including individuals with lived experience and other opioid-related fields, to make recommendations to the Board that will seek to ensure that all nineteen (19) Regions can address the opioid epidemic locally, as well as statewide.
- b.) The Expert Panel may consult with and offer expert advice to the Regions on projects recommended for funding by the Foundation.
- c.) The Expert Panel may consult with the Grant Oversight Committee to review applications to ensure they conform with the Approved Purposes under the Settlement Agreement and MOU.

**Section 7.02 – Number, Appointment, and Term**

- a.) Except with respect to the initial Expert Panel (which the Board may appoint at any meeting of the Board), the Board shall appoint the Expert Panel at the Board's annual meeting.
- b.) Subject to Section 7.02(c), the Expert Panel shall consist of the following members, all of which shall be appointed by the Board.

- a. Six (6) members submitted by the Directors from the Non-Metropolitan and Metropolitan Director Classes;
  - b. Two (2) members submitted by the Governor; and
  - c. One (1) member submitted by the Ohio Attorney General.
- c.) If the Board finds any candidate to be unsatisfactory, the Board may reject the candidate through official action pursuant to Section 3.09 of this Code of Regulations and request a new candidate.
  - d.) Expert Panel members may be members of the Foundation’s Board of Directors but need not be.
  - e.) Unless otherwise specified by the Board, appointment to the Expert Panel shall be for a period of two (2) years. Expert Panel members may be appointed to two (2) consecutive terms.
  - f.) Vacancies on the Expert Panel shall be filled in accordance with Section 7.02(b), and approved at any meeting of the Board. In the case of an Expert Panel member appointed for a term of less than one (1) year, such term shall not be counted in applying the rule regarding limitation on consecutive terms.

**Section 7.03 – Meetings**

- a.) On a voluntary basis in order to ensure transparency as a means to facilitate increased engagement to help achieve the Foundation’s Charitable Purposes and mission, the Foundation shall make reasonable arrangements to make the meetings of the Expert Panel accessible to the general public.
- h.) In addition, on a voluntary basis and in furtherance of the transparency and increased engagement discussed in the preceding section, the Foundation shall make reasonable arrangements to make Expert Panel meeting minutes and meeting materials accessible to the general public upon written request, unless the Board determines, in good faith, that certain materials are sensitive, confidential, privileged material that is not appropriate for the general public.

**ARTICLE VIII**

**Office, Books, Annual Report, Accounts, Donations, and Authority**

**Section 8.01 – Office**

The office of the Foundation shall be located at such a place within the State of Ohio as the Board shall determine.

**Section 8.02 – Records**

The Foundation shall keep up to date and accurate records of its activities and transactions at the office, including minutes, in accordance with a Record Retention Policy.

**Section 8.03 – Annual Report**

At each Annual Meeting, the Chair and the Treasurer shall present to the Board a report in such form and with such contents as many be required from time to time by law and by the Board, and a copy of such reports shall be filed with the minutes of the meeting.

**Section 8.04 – Fiscal Year**

The fiscal year shall be the calendar year.

**Section 8.05 – Accounts**

In no event shall the Foundation’s funds or assets be commingled with the funds or assets of any other person. All funds and assets of the Foundation shall be held in the name of the Foundation.

**Section 8.06 - Donations**

The Foundation shall have authority to receive donations from any source in cash or other property acceptable to the Foundation, including donations from parties unrelated to the National Prescription Opiate Multidistrict Litigation, and the Board may accept donations subject to restrictions as to the uses and purposes for which the same may be applied or which limit the time, manner, amount or other terms of such application, provided that such uses and purposes and terms of applications specified are within the purposes of the Foundation and do not violate the Articles of Incorporation, this Code of Regulations or any applicable statute or rule of law.

**Section 8.07 – Authority**

The Foundation shall be entitled to take any actions permitted under applicable statute or rule of law, including, without limitation, hiring (or firing) its own employees (and payment of compensation to its own employees), hiring of accounting firm(s) to perform an annual audit or review and to assist with tax compliance and the filing of tax returns, hiring of investment manager(s), acquiring insurance, acquiring supplies and materials, opening bank accounts, and adopting policies and procedures. For the avoidance of doubt, employees of the Foundation and funds of the Foundation shall, in no event, be viewed as public employees or public funds, respectively.

**ARTICLE IX**

**Indemnification and Insurance**

**Section 9.01 - Right to Indemnification and Payment of Expenses**

Except as otherwise prohibited by the laws of the State of Ohio, the Corporation shall indemnify and shall pay the expenses of any person described in, and entitled to indemnification or payment of expenses under, the provisions of Chapter 1702 of the Ohio Revised Code as such chapter may be altered or amended from time to time and to the full extent permitted thereby. The Corporation shall indemnify the members of the Expert Panel to the same extent as provided to the Directors.

**Section 9.02 – Insurance**

To the fullest extent permitted under section 1702.12(E)(7) of the Ohio Revised Code and as the Board may direct, the Foundation may purchase and maintain insurance, or furnish similar

protection, on behalf of any person who is or at any time has been a Director, officer, volunteer, or other agent of or in a similar capacity with the Foundation, or who is or at any time has been, at the direction or request of the Foundation, a director, trustee, officer, volunteer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture, or other entity or enterprise, including any employee benefit plan.

### **Section 9.03 – Rights not Exclusive**

The indemnification provided in this Article VII shall not be deemed exclusive of other rights to which those seeking indemnification may be entitled under the Articles of Incorporation of the Foundation, this Code of Regulations, any agreement, any insurance purchased by the Foundation, a vote of the Board of Directors of the Foundation or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, agent or volunteer of the Foundation and shall inure to the benefit of heirs, executors and administrators of such person; provided however, there shall be no duplicative payments by the Foundation on behalf of any person.

## **ARTICLE X**

### **Conflicts of Interest**

#### **Section 10.01 – Conflicts of Interest**

The Board shall adopt a Conflict of Interest Policy and annually require Conflict of Interest statements from the Directors, officers and other persons as required pursuant to the Conflict of Interest Policy.

## **ARTICLE XI**

### **Disbursement of Funds by Foundation Board**

#### **Section 11.01 – Application, Disbursement, and Expenditures of Opioid Funds**

- a.) Within ninety (90) days of the first receipt of any Opioid Funds and annually thereafter, the Board, assisted by its investment advisors and Expert Panel, shall determine the amount and timing of Foundation funds to be distributed as Regional Shares. In making this determination, the Board shall consider: (a) pending requests for Opioid Funds from Regions; (b) the total Opioid Funds available; (c) the timing of anticipated receipts of future Opioid Funds; (d) non-Opioid Funds received by the Foundation; and (e) investment income. The Foundation may disburse its principal and interest with the aim towards an efficient, expeditious abatement of the opioid crisis considering long term and short-term strategies.
  - (i) Regional Shares shall be allocated in accordance with Exhibit D of the MOU. Where a Region recommends projects to be funded in an amount less than their allocation, the remaining amount shall be carried forward to the next funding cycle.
- b.) The Board may approve funding for statewide programs, innovation, research, and education. Grants and funding for these purposes may be funded directly by the Foundation, with funds received from the State Share of the Opioid Funds (in partnership with the State), or from sources other than Opioid Funds.

- c.) The Foundation shall be guided by its stated purpose in Section 1.02 herein and in the Articles.
- d.) The Grant Oversight Committee shall develop and the Board shall approve a Grant-Making Policy for the disbursement of Opioid Funds (as defined in Section 11.02(a)) of the Foundation, and as set forth in Section 4.03 herein.
- e.) Votes of the Board on the disbursement and expenditure of funds shall, as with all Board votes, be subject to the voting procedures in Section 3.08.

**Section 11.02 – Use of Opioid Funds**

- a.) “Opioid Funds” shall have the same meaning as in the MOU: the monetary amount obtained through a Settlement.
- b.) Opioid Funds shall be utilized in a manner consistent with Approved Purposes.

**ARTICLE XII**

**Amendment**

**Section 12.01 – Amendment**

This Code of Regulations may be amended from time to time by an affirmative vote of the majority of the Board pursuant to the requirements set forth in Section 3.08. Notice of the proposed alternation, amendment, restatement, repeal, or new provision, including the proposed text thereof, shall be included in the notice of the meeting at which such action is considered.

**ARTICLE XIII**

**Nondiscrimination**

**Section 13.01 – Nondiscrimination**

The Foundation shall not discriminate on the basis of race, religion, color, gender, age, national origin, sex, including on the basis of sexual orientation or gender identity, disability or any other basis prohibited by law in connection with any matter pertaining to the affairs of the Foundation, including the appointment/election of the officers and Directors of the Board or in the employment of staff.

**ARTICLE XIV**

**Dissolution**

**Section 14.01 – Dissolution**

As set forth in the Articles of Incorporation, upon the dissolution of the Foundation, after paying or making provisions for the payment of all known liabilities of the Foundation, any assets remaining shall be conveyed to one or more organizations as shall be selected by the affirmative vote of a majority of the Board pursuant to the procedures set forth in Section 3.08; provided, however, that any such organization shall be exempt from federal income taxation under section

501(c)(3) of the Code and shall be organized and operated to engage in the treatment and prevention of substance abuse in the State of Ohio.

This Code of Regulations was approved at a meeting of the Board of Directors on [INSERT DATE].