

Bylaws/Code of Regulations of Ohio Association of Charter School Authorizers

Article I **General**

Section 1. NAME

The name of this Ohio nonprofit corporation shall be Ohio Association of Charter School Authorizers (hereinafter the “Corporation”).

Section 2. OPERATION, OBJECTIVES, AND GUIDING PRINCIPLES

Subject to all of the terms and conditions set forth in these Bylaws, the Corporation is organized and will be operated exclusively for charitable, educational, and scientific purposes within the meaning of §501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax code (the “Code”), as follows:

- a. In furtherance of the foregoing purposes, the Corporation shall seek to improve public education in the State of Ohio and to enhance and improve teaching, learning, and student achievement in the State of Ohio by supporting the formation, operation, and oversight of “community schools” under Chapter 3314 of the Ohio Revised Code (or any comparable and/or additional provision of future Ohio statutes);
- b. In addition, the Corporation may engage in other charitable and educational activities described in Internal Revenue Code §501(c)(6) and 170(c)(2); and,
- c. In carrying out its charitable, educational, and scientific purposes, the Corporation shall have all of the powers that may be conferred upon not-for-profit corporations formed under the laws of the State of Ohio and nonprofit corporations formed under the Internal Revenue Code to carry out such purposes.

In carrying out its charitable, education, and scientific purposes, the Corporation shall have authority to receive and maintain real and tangible or intangible personal property and shall use and apply all of any part of such property and/or the income therefore exclusively for charitable, educational, and scientific purposes within the meaning of Internal Revenue Code §501(c)(3), 501(c)(6) and 170(c)(2).

Section 3. LOCATION

The Corporation’s headquarters shall be located and maintained in Franklin County, Ohio or at such other location within the State of Ohio as the Board of Directors may from time to time determine.

Section 4. PROPERTY

The Corporation may purchase, lease, rent, accept as gifts or contributions, otherwise receive, acquire and manage real and personal property in furtherance of its purposes.

Section 5. FISCAL YEAR

The fiscal year shall begin on July 1 and end on June 30 of each year.

Section 6. AUDIT

The fiscal records of the Corporation may be prepared each year, as needed, by independent Certified Public Accountants and the report thereof made available to Executive Director, the Board of Directors, and such other persons as may be necessary or appropriate. The level of the report shall be at least a review by the Certified Public Accountants, and the Board shall determine on an annual basis whether or not audited financial statements are appropriate.

Article II **Membership**

Section 1. MEMBERSHIP

The Corporation is a membership organization, comprised of Ohio Community School Sponsors and/or its designee as instituted by law through contract. After a membership application is submitted, accepted, approved, and membership dues have been paid in full, the entity shall be considered a “Sponsor Member”, as defined below.

A full membership meeting shall be called at least one (1) time per year, in the month of June, at which time, the voting sponsor members shall elect, by a majority of those present, four (4) Officers (i.e. President, Vice-President, Treasurer, and Secretary). These four (4) elected Officers, in addition to the immediate past President, shall serve as both the Board of Directors and the Executive Committee.

Section 2. SPONSOR MEMBER

Any sponsoring organization and/or charter school authorizer, as approved to be an authorizer in the State of Ohio, and may be represented by the sponsor’s designee as instituted by law or through contract, qualifies as a “sponsor” to apply to join the organization.

a. Type One: Voting

In order to be a voting sponsor member, an entity must sponsor at least two (2) community schools for a period of not less than one (1) school year within the last year. Each voting member shall have not less than one (1) person registered to vote as its representative, of whom will be allotted one (1) vote.

b. Type Two: Non-Voting

Non-voting sponsor members will pay the same dues. In order to be a non-voting sponsor member, an entity must have at least one (1) preliminary agreement with a community school, and within one (1) year must sponsor at least one (1) community school.

Over time, the Executive Committee may, by majority vote, re-classify who qualifies as a “voting” sponsor member.

Section 3. MEMBERSHIP DUES

The Treasurer will invoice each member for the upcoming membership year approximately three (3) months prior to the upcoming fiscal year (fiscal year being defined as July 1- June 30). Dues are to be paid annually, and not prorated, by no later than August 1, with a thirty (30) day grace period.

The dues for the fiscal year beginning July 1 shall be set by a majority of the voting members no later than May 30, if dues or membership classifications are being readjusted from the prior year.

Membership dues may be based upon the number of schools sponsored. Each June, members may vote to modify membership dues based upon the needs of the organization. Once the dues structure has been affirmed or modified and approved, the invoicing shall include the membership dues structure for the year. Each voting member shall have not less than one (1) person registered to vote as its representative, of whom will be allotted one (1) vote.

Definition of “sponsored school(s)” are schools that are listed as “open” by Ohio Department of Education for a period of at least six (6) months.

Article III
Board of Directors

Section 1. NUMBER

There shall be a Board of Directors consisting of the four (4) elected Officers and the immediate past President.

Section 2. POWERS

Except when the law, the Articles, or these Bylaws otherwise provide, all of the Corporation's authority shall be vested in and exercised by the Board of Directors. To the extent permitted by law, any authority of the Directors may be delegated to such persons or committees as the Directors may determine.

Section 3. DUTIES

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of incorporation, or by these Bylaws/Code of Regulations;
- b. Meet at such times and places as required by these Bylaws/Code of Regulations; and,
- c. Register their email and postal addresses with the Secretary of the Corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

Section 4. ELECTIONS AND TERMS OF OFFICE

- a. All votes shall be made in person via roll call vote, by not more than one (1) representative of any voting sponsor member;
- b. A full membership meeting shall be called at least one (1) time per year, in the month of June, at which time, the voting sponsor members shall elect, by a majority of those present, four (4) Officers (i.e. President, Vice-President, Treasurer, and Secretary). These four (4) elected Officers, in addition to the immediate past President, shall serve as both the Board of Directors and Executive Committee, and shall make all decisions on behalf of the organization throughout the year. One (1) person can serve as two (2) of the Officer roles (i.e. Treasurer-Secretary), upon approval at the annual meeting, but that person can only exercise one (1) vote during any Board of Directors and/or Executive Committee meetings.

Over time, the Executive Committee may, by majority vote, re-classify members prior to May 30. Each voting member shall have not less than one (1) person registered to vote as its representative, of whom will be allotted one (1) vote. If there are less than five (5) total voting members of the organization who have paid and are current on dues, then each voting member shall be entitled to be one (1) vote for themselves to be a member of the Board of Directors.

Otherwise, the Board of Directors shall consist of not less than five (5) members;

- c. Not more than forty-nine percent (49%) of the persons serving on the Board may be an interested person. An “interested person” is: (1) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as full-time or part-time employee, independent contractor or otherwise, or (2) any sister, brother, ancestor, descendant, spouse, sister-in-law, brother-in-law, son-in-law, mother-in-law, or father-in-law of any such person;
- d. Any Director/Officer may, by written notice to the Board of Directors, resign at any time;
- e. Any Director/Officer may be removed by a majority vote of the remaining members of the Board of Directors, with cause, at any time; and,
- f. No Director/Officer shall be eligible to the office if the associated sponsor is on probation pursuant to ORC Chapter 3314 and/or is rated ineffective under the sponsor performance review.

Section 5. EX OFFICIO DIRECTORS

The Board of Directors may appoint one or more ex officio members of the Board of Directors. The individual holding the position of Executive Director shall be considered an ex officio member of the Board. Ex officio members of the Board of Directors shall be entitled to a notice to be present in person, to present matters for consideration, and to take part in consideration of any business by the Board of Directors at any meeting of the Board of Directors. The Executive Director shall not be counted for purposes of a quorum and shall not have voting rights for purposes of authorizing any act or transaction of business by the Board of Directors. Except for the individual holding the office of Executive Director of the Corporation (who shall serve so long as he or she is the Executive Director), the term of an ex officio Director shall be for such time as the Board of Directors shall designate.

Section 6. COMPENSATION

A Director may be compensated or reimbursed, as authorized and approved by the remaining Directors, for services rendered or expenses incurred in furtherance of the purposes of the Corporation. Any payments to Directors shall be approved in advance in accordance with this

Corporation's conflict of interest policy, as set forth in Article IX of these Bylaws/Code of Regulations.

Section 7. ANNUAL AND REGULAR MEETINGS

Regular meetings of the Board of Directors may be held at such other times and places as may be fixed by the Directors, however, the Board of Directors will meet at least quarterly upon call of the President, or any two (2) other Directors.

Section 8. SPECIAL MEETINGS

Special Meetings of the Board of Directors may be held at any time upon the written call of the President or at the written request of a majority of the Directors entitled to vote on matters presented to the Board of Directors.

Section 9. NOTICE OF MEETINGS

Except for Special Meetings, written notice of any Board of Directors Meeting shall be given to the Directors at least five (5) days prior to such meeting and shall set forth the reasons therefore. Notice of any Special Meeting may be made other than by written notice when circumstances dictate.

Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws/Code of Regulations or the law of the State of Ohio, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 10. WAIVER OF NOTICE

Notice of any meeting of the Board may be waived in writing, either before or after the holding of such meeting, by any Board of Director, which writing shall be filed with or entered upon records of the meeting. The attendance of any Board of Director at any meeting of the Board without protesting, prior to or at the commencement of the meeting, the lack of proper notice, shall be deemed to be a waiver of notice of such meeting.

Section 11. ACTION WITHOUT A MEETING AUTHORIZED

The Board may authorize actions by means of writing or writings signed and/or signed off by all of the Directors, without a meeting.

Section 12. QUORUM FOR MEETINGS

Except as otherwise provided in these Bylaws/code of Regulations, the minimum number of Directors necessary to constitute a quorum for the transaction of business at any meeting shall be 50% of the Directors/Officers entitled to vote who are then in office.

Section 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws/Code of Regulations, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board. In the event of a tie vote, the President's vote shall be weighted, giving the side he/she votes toward the majority.

The President shall employ such rules of order as the President deems appropriate in conducting meetings, except that each item placed for vote, or other action, shall be placed before the Board by motion of a member of the Board or by a voting member, other than the President, with a second to said motion by any other member of the Board, or voting member present.

Section 14. CONDUCT OF MEETINGS

The President shall employ such rules of order as the President deems appropriate in conducting meetings, except that each item placed for vote or other action shall be placed before the Board by motion of a member of the Board other than the President with a second by another member of the Board other than the President.

Section 15. MEETINGS HELD THROUGH COMMUNICATION EQUIPMENT

Meetings of the Board of Directors shall not be permitted to be held through communication equipment. Members, Officers, Directors, or invited parties may call in to share or disseminate information, but will not count towards meeting quorum requirements and cannot cast a vote.

Committee meetings of the Board may be held through communications equipment provided that all persons participating in such meetings can hear and otherwise communicate with each other. Such participation shall constitute presence at such a committee meeting. A verbal or written report of said committee meeting shall be given at the next regularly scheduled Board Meeting.

Section 16. NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Article IV

Officers and Duties

Section 1. DESIGNATION OF OFFICERS

The Officers of the Corporation shall be a President, a Vice President, a Secretary, Treasurer, and past President. There may be once Officer which holds the office of Secretary-Treasurer, a position which combines the roles of Secretary and Treasurer. The past President shall be the most recent President of the organization. An Officer is a person, not a sponsor organization entity. The Corporation may also have one of more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such Officers with such titles as may be determined from time to time by the Board of Directors, however, they will not be members of the Board of Directors.

Section 2. QUALIFICATIONS AND AUTHORITY OF OFFICERS

The Officers of the Corporation are Directors of the Corporation. Individual Officers of the Corporation shall have such authority as may be specified from time to time by the Directors.

Section 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the general voting membership at the annual meeting in June, at any time, and each officer shall hold office for a period of not less than one year, and/or in accordance with Article III, Section 4(b), until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. REMOVAL AND RESIGNATION

Any Officer may be removed, with cause, by the Board of Directors at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

Section 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be temporarily filled by the Board of Directors until the next general membership meeting, at which time the office will be filled by a majority vote of the voting sponsor members. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President unless such time as the Board shall fill the vacancy.

Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6. DUTIES OF PRESIDENT

The President, subject to the control of the Board of Directors, shall:

- a. Supervise and/or control the affairs of the Corporation and the activities of the Officers;
- b. Perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws/Code of regulation, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as President of the Board of Directors; and,
- c. Preside at all meetings of the Board of Directors and, at all meetings of the full membership.

Section 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall:

- a. Perform all the duties of the President, and when so acting shall have all the powers of, and may be subject to all the restrictions on, the President; and,
- b. Have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws/Code of regulation, or as may be prescribed by the Board of Directors.

Section 8. DUTIES OF SECRETARY

The Secretary shall:

- a. Certify and keep at the principal office of the Corporation the original, or copy, of these Bylaws as amended or otherwise altered to date;
- b. Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of Committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- c. See that all notices are duly given in accordance with the provisions of the Bylaws or as required by law;

- d. Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law of the provisions of these Bylaws, to duly executed documents of the Corporation;
- e. Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the Directors of the Corporation; and,
- f. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. DUTIES OF TREASURER

The Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- b. Receive, and give receipt for, monies due and payable to the Corporation for any source whatsoever;
- c. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- d. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- e. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore;
- f. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation;
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and,

- h. In general, perform all duties incidental to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors. Be bonded for an amount to be determined annually by the Board.

The Office of the Treasurer and Secretary may be held by one (1) person, but that person can only cast one (1) vote.

Section 10. DUTIES OF THE PAST PRESIDENT

The Past President shall:

- a. In the absence of all aforementioned Officers, or in the event of their inability or refusal to act, the Past President shall perform all the duties of the Officers, and when so acting shall have all the powers of and be subject to all the restrictions on the President, Vice President, Treasurer, and Secretary; and,
- b. Have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 11. COMPENSATION

The salaries of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by Officers of this Corporation shall be reasonable and given in return for services actually rendered to or for the Corporation. All Officer salaries shall be approved in advance in accordance with this Corporation's conflict of interest policy, as set forth in Article IV of these Bylaws/Code of Regulations.

Article V Committees

Section 1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Officers, as defined with assigned duties above. At the full membership as called each year in month of June, voting members shall elect, by majority vote, the Board of Directors, and shall elect, by majority vote, four (4) Officer Positions from the elected members of the Board of Directors, consisting of the President, Vice-President, Secretary, and Treasurer.

These four (4) Officers, along with the immediate past President, shall serve as the Executive Committee, and may make decisions on behalf of the Corporation throughout the year, and which shall come before the full Board of Directors to be ratified at their next regularly scheduled meeting. One (1) person can serve as two (2) of the Officer roles (i.e. Treasurer-Secretary), upon approval at the annual meeting, but that person can only exercise one (1) vote during any Officer and/or Executive Committee meetings.

The Executive Committee may, by majority vote, delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law, pursuant to the following:

a. Executive Committee Actions:

To promote timely and efficient “normal course of business” for the Corporation, the Executive Committee may make decisions and act on behalf of the Corporation to facilitate and conduct the normal course of business of the Corporation. Any actions taken by the Executive Committee herein shall be reported verbally or written at the next regularly scheduled Board meeting, at which time the majority of voting members may or may not ratify its actions;

To promote timely and efficient “decisions and action in between regularly scheduled meetings” of the Corporation, the Executive Committee may take action on behalf of the Corporation to facilitate its mission and vision in between regularly scheduled meetings in an effort to facilitate timely responses to issues at hand. Any actions taken by the Executive Committee herein shall be reported verbally or written at the next regularly scheduled Board meeting, at which time the majority of members may or may not ratify its actions; and,

b. President Actions:

The elected President of the Corporation may take action and make decisions on behalf of the Corporation to facilitate its normal course of business, its mission, and its vision in between regularly scheduled meetings. The President may not act in this capacity in allocation of funds. Any actions taken by the President herein shall be reported in writing prior to the next regularly scheduled Board meeting to the Executive Committee, and shall report within writing and verbally,

at the next regularly scheduled Board meeting, at which time the majority of members may or may not ratify his/her actions.

Section 2. OTHER COMMITTEES

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors.

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of Committees may be fixed by resolution of the Board of Directors or by the Committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of Committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article VI
Indemnification and Insurance

Section 1. GENERAL INDEMNIFICATION

The Corporation:

- a. Shall 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 (other than action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director or volunteer of the Corporation, or while a Director or volunteer of the Corporation is or was serving at the request of the Corporation as a Director, trustee, fiduciary, Officer, employee, partner, joint venture, agent, or volunteer of any other Corporation domestic, or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan, or other enterprise; and,
- b. May indemnify threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than any action by or in the right of the Corporation) by reasons of the fact that he or she is or was an officer, employee, or agent of the Corporation, or while an officer, employee, or agent of the Corporation is or was serving at the request of the Corporation as a Director, trustee, fiduciary, Officer, employee, partner, joint venture, agent, or volunteer of another Corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan, or other enterprise, against expense (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith in a manner he or she reasonably believes to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to judgment, order settlement or conviction, upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner or she reasonably believes to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, the person had reasonable cause to believe that the conduct was unlawful.

Section 2. SUITS BY THE CORPORATION

The Corporation may indemnify or agree to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, Officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, fiduciary, Officer, employee, partner, joint venture, agent or volunteer of another corporation, domestic or foreign, nonprofit or for profit,

partnership, joint venture, trust, employee benefit plan or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believes to be in or not opposed to the best interest of the Corporation.

No such indemnification shall be made in respect of:

- a. Any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court of common pleas or the court in which such action or suit was brought, determined upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expense as the court of common pleas or such other court shall deem proper; or,
- b. Any action or suit in which the only liability asserted against a Director is pursuant to Section 1702.55 of the Ohio Revised Code.

Section 3. INDEMNIFICATION FOR EXPENSES

To the extent that a Director, Officer, employee, agent or volunteer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article VI Sections 1 and 2, including any action or suit brought against a Director pursuant to Section 1702.55 of the Ohio Revised Code, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by the individual in connection with the action, suit or proceeding.

Section 4. DETERMINATION REQUIRED

Any indemnification under Article VI Section 1 and 2, (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of the Director, Officer, employee, agent or volunteer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 6.1 and 6.2. Such determination shall be made by any one of the following:

- a. The Board of Directors by a majority vote of a quorum consisting of Directors, who were not and are not parties to, or threatened with, such action, suit, or proceeding;
- b. If such a quorum is not obtained or if a majority of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, or a firm having associated with it an attorney who

has been retained by or who has performed services for Corporation or any person to be indemnified within the past five (5) years;

- c. The Members; or,
- d. The court of common pleas of the court in which the action, suit, or proceeding was brought. If any action by or in the right of the Corporation is involved, any determination made by the disinterested Directors or by the independent legal counsel under this Article shall be communicated promptly to the person who threatened or brought the action or suit by or in the right of the Corporation under Article VI Sections 1 and 2, and such person shall have the right, within ten (10) days after receipt of such notification, to petition the court of common pleas or the court in which action or suit was brought to review the reasonableness of such determination.

Section 5. ADVANCES FOR EXPENSES

- a. Expenses (including attorney's fees) incurred by a Director or a volunteer in defending any civil or criminal action, suit or proceeding referred to in Article VI, except where the only liability asserted against a Director is pursuant to Section 1702.55 of the Ohio Revised Code, shall be paid by the Corporation as they are incurred, in advance of the final disposition of such action, suit or proceeding upon receipt of an understanding by or on behalf of the Director or volunteer in which he or she agrees to: (i) repay such amount if it is proven by clear and convincing evidence in a court or competent jurisdiction that his or her action or failure to act involved in act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interest of the Corporation; and (ii) reasonably cooperate with the Corporation concerning the action, suit, or proceeding; and,
- b. Expenses (including attorney's fees) incurred by a Director, Officer, employee, agent, or volunteer in defending any action, suit or proceeding referred to in this Article VI, including any action or suit brought against a Director pursuant to Section 1702.55 of the Ohio Revised Code, may be paid by the Corporation as they are incurred in advance of the final disposition of the action, suit or proceeding as authorized by the Director in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee, agent, or volunteer to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation.

Section 6. ARTICLE VI NOT EXCLUSIVE

The indemnification authorized by this Article VI shall not be deemed exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification under the Articles,

common law, the Nonprofit Corporation Law of the State of Ohio, these Bylaws or any agreement, vote of Members or disinterested Directors, or otherwise, both as to action in his or her Official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. INSURANCE

The Corporation shall purchase and maintain insurance or finish similar protection, including but not limited to trust funds, letters of credit or self-insurance, on behalf or for any person who is or was a Director, Officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, fiduciary, Officer, employee, partner, joint venture, agent or volunteer of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VI. Insurance may be purchased from or maintained with a person in which the Corporation has financial interest.

Section 8. SECTIONS 6.1 AND 6.2

The authority of the Corporation to indemnify persons pursuant to this Article VI does not limit the payment of expenses as they are incurred, indemnification, insurance or other protection that may be provided pursuant to another Section of this Article VI do not create any obligation to repay or return payments made by the Corporation under other Sections of this Article VI.

Section 9. DEFINITION OF “THE CORPORATION” AND “VOLUNTEER”

As used in this Article VI, references to "the Corporation" include all constituent corporations in a consolidation or merger, and the new or surviving Corporation, so that any person who is or was a trustee, Director, Officer, employee, agent or volunteer of such a constituent corporation, or is or was serving at the request of such constituent corporation as a director, trustee, fiduciary, officer, employee, partner, joint venture, agent or volunteer of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan or other enterprise, shall stand in the same position under the provision of this Article VI with respect to the new or surviving corporation in the same capacity. As used in this Article VI, references to a "volunteer" include any person defined as a "volunteer" with respect to the Corporation under Section 1702.01 of the Ohio Revised Code.

Article VII
Corporate Records, Reports, and Seal

Section 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office or the physical office of the Secretary-Treasurer:

- a. Minutes of all meetings of Directors, committees of the Board, and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; and,
- d. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

Section 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, and shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the Articles of Incorporation.

Section 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspect shall include the right to copy and make extracts.

Section 5. PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

Article VIII
IRC 501(c)(6) Tax Exemption Provision

Section 1. LIMITATIONS ON ACTIVITIES

This Corporation is a membership based organization formed to act consistently within the parameters of Section 501(c)(6) of the Internal Revenue Code and the Corporation shall not act in any way inconsistent with that Section of the Code.

Section 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3. DISTRIBUTION OF ASSETS

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liability of the Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code or shall be distributed to the federal government or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation shall 1) distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) not engage in any act of self-declining as defined in Section 4941(d) of the Internal Revenue Code; 3) not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and, 5) not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article IX
Conflict of Interest and Compensation Approval Policies

Section 1. PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or any "disqualified person" as defined in Section 4958(c)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. DEFINITIONS

- a. Interested Person: Any Director, Officer, member of a committee with Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(c)(1) of the Internal Revenue code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity which the Corporation has a transaction or arrangement;
 - 2. A compensation arrangement with the Corporation or with an entity or individual with which the Corporation has a transaction or arrangement; or,
 - 3. A potential ownership or investment interest in, or compensation arrangement with, an entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Section 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

- a. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of Committees with Board delegated powers considering the proposed transaction or arrangement;
- b. **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, he/she shall leave the Board of Committee meeting while the determination of a Conflict of Interest is discussed and voted upon. The remaining Board of Committee members shall decide if a conflict of interest exists;
- c. **Procedures for addressing the Conflict of Interest:** Any interested person may make a presentation at the Board or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible Conflict of Interest. The President of the Board of Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;

After exercising due diligence, the Board of Committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to 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 Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter in to the transaction or arrangement;

- d. **Violations of the Conflicts of Interest Policy:** If the Board or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose; and,

If, after hearing the member's response and after making further investigation as warranted, by the circumstances, the Board or Committee determines the member has failed to disclose an actual or possible Conflict of Interest, it shall take appropriate disciplinary and corrective action.

Section 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of meetings 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, the nature of the financial interest, an action taken to determine whether a Conflict of Interest was present, and the Board's or Committee's decision as to whether a conflict of interest in fact existed; and,
- b. The names of the persons who were presented for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. COMPENSATION APPROVAL POLICIES

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

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to the member's compensation. No voting member of the Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any Committee regarding compensation. When approving compensation for Directors and Officers, in addition to complying with the Conflict of Interest requirements and policies contained in the preceding and following sections of this Article as well as the preceding paragraphs of this section of the Article, the Board or a duly constituted compensation committee of the Board shall also comply with the following addition requirements and procedures:

- a. The terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation; and,
- b. All members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation

arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or Committee member approving a compensation arrangement between this Organization and a “disqualified person” (as defined in Section 4958(c)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. Is not the person who is the subject of the compensation arrangement, or a family member of such person;
 2. Is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 3. Does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 4. Has no material financial interest affected by the compensation arrangement; and,
 5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or Committee member.
- c. The Board or Compensation Committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. Compensation levels paid by similarly situated organizations, both taxable organizations are those of a similar size, purpose, and with similar resources;
 2. The availability of similar services in the geographic area of this organization;
 3. Current compensation surveys compiled by independent firms;
 4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement; and,
 5. As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three (3) prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon

data on compensation paid by three (3) comparable organizations in the same or similar communities for similar services.

- d. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or Compensation Committee that approved the compensation. Such documentation shall include:
1. The terms of the compensation arrangement and the date it was approved;
 2. The members of the Board or Compensation Committee who were present during debates on the transaction, those who voted on it, and the votes cast by each Board or Committee member;
 3. The comparability data obtained and relied upon and how the data was obtained;
 4. If the Board or Compensation Committee determines that reasonable compensation for a specific position in this Corporation or for providing services under any other compensation arrangement with this Corporation is higher or lower than the range of comparability data obtained, the Board or Committee shall record in the minutes of the meeting the basis for its determination;
 5. If the Board or Committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or Committee;
 6. Any action taken with respect to determining if a Board or Committee member had a Conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the transaction (for example, a notification in the records that after a finding of conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement); and,
 7. The minutes of Board or Committee meetings at which compensation arrangements are approved must be prepared before the later of the date of next Board or Committee meeting or 60 days after the final actions of the Board or Committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and Committee meeting following final action on arrangement by the Board or Committee.

Section 6. ANNUAL STATEMENTS

Each Director, Principal Officer, and member of a Committee with Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the Conflicts of Interest Policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and,
- d. Understands the Corporation is charitable and in order to maintain its Federal Tax Exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. PERIODIC REVIEWS

To ensure the Corporation 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. The periodic review shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining; and,
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Article X
Investment Policy

Section 1. PURPOSE

This Investment Policy (the “Investment Policy”) of the Corporation, an Ohio Non-profit Corporation and Internal Revenue Code 501(c)(6) Organization, has established this policy in order to:

- a. Define and assign the responsibilities of all involved parties;
- b. Establish a clear understanding for all involved parties of the investment goals and objectives of fund assets;
- c. Offer guidance and limitations to all Investment managers regarding the investment of fund assets;
- d. Establish a basis for evaluating investment results;
- e. Manage fund assets according to prudent standards as established in common trust law; and,
- f. Establish the relevant investment horizon for which the fund assets will be managed.

In general, the purpose of this statement is to outline a philosophy and attitude which will guide the investment management of the assets toward the desired results. It is intended to be sufficiently specific to be meaningful, yet flexible enough to be practical.

Section 2. GENERAL INVESTMENT PRINCIPLES

- a. Investments shall be made solely in the interest of the Fund;
- b. The Fund shall be invested with care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in like capacity and familiar with such matters would use in the investment of a fund of like character and with like aims;
- c. Any attempt to engage in “market timing” will be avoided;

- d. There shall be no short sales or trading on margin;
- e. There shall be no options, including puts or calls, unless they are covered options; and,
- f. Cash is to be employed productively at all times, by investment in short term cash equivalents to provide safety, liquidity, and return.

Section 3. INVESTMENT MANAGEMENT POLICY

- a. Preservation of Capital: Consistent with their respective investment styles and philosophies, Investment Managers should make reasonable efforts to preserve capital, understanding that losses may occur in individual securities;
- b. Risk Aversion: Understanding that risk is present in all types of securities and investment styles, the Executive Committee recognizes that some risk is necessary to produce long-term investment results that are sufficient to meet the Fund's objectives. However, the Investment Managers are to make reasonable efforts to control risk, and will be evaluated regularly to ensure that the risk assumed is commensurate with the given investment style and objectives;
- c. Adherence to Investment Discipline: Investment Managers are expected to adhere to the investment management styles for which they were hired. Managers will be evaluated regularly for adherence to investment discipline;
- d. Liquidity: The Fund will require the ability to deposit and withdraw funds on a continuous basis. Investment Managers therefore should make decisions that will maximize returns through short term investments, while understanding the need for liquidity;
- e. Long Term Investments: A portion of the Fund's overall portfolio will be invested in long term growth mechanisms. This amount will be determined either as a percentage of the overall Fund or a fixed amount of the Fund by the Executive Committee on the advice of the Investment Managers; and,
- f. Alternative Fund Sources: This Fund may receive funds from various sources which have their own specific investment policies in place. The sources of these funds may come from planned giving or estate planning, foundation sources or others. In these cases, this Investment Policy will be modified to reflect those conditions and

subsequently guide Investment Managers in the handling of those specific funding mechanisms.

Section 4. INVESTMENT GOALS

In order to meet its needs, the Corporation's investment objective emphasizes capital growth with some focus on income.

Section 5. PERFORMANCE REVIEW AND EVALUATION

Performance reports generated by the Investment Management Consultant shall be compiled at least quarterly and communicated to the Executive Committee for review. The investment performance of total portfolios, as well as asset class components, will be measured against commonly accepted performance benchmarks. Consideration shall be given to the extent to which the investment results are consistent with the investment objectives, goals, and guidelines as set forth in this statement. The Executive Committee intends to evaluate the portfolio(s) over at least a three year period, but reserves the right to terminate an Investment Manager for any reason including the following:

- a. Investment performance which is significantly less than anticipated given the discipline employed and the risk parameters established, or unacceptable justification of poor results;
- b. Failure to adhere to any aspect of this statement of Investment Policy, including communication and reporting requirements; and,
- c. Significant qualitative changes to the investment management organization.

Investment Managers shall be reviewed regularly regarding performance, personnel, strategy, research capabilities, organization and business matters, and other qualitative factors that may impact their ability to achieve the desired investment results.

Section 6. INVESTMENT POLICY REVIEW

To assure continued relevance of the guidelines, objectives, financial status and capital markets expectations as established in this statement of Investment Policy, the Executive Committee plans to review this investment policy at least annually.

Article XI
Amendment of Bylaws

Section 1. AMENDMENT

Subject to the power of the Board of Directors, if any, of the Corporation to adopt, amend, or repeal the Bylaws of the Corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

Article XII
Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certification of Incorporation, Organizational Charter, corporate, Charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of the Corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future Federal Tax Code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the Board of Directors of this corporation, and we consent to, and hereby do, adopt the foregoing amendment to Bylaws, in its entirety, consisting of 26 preceding pages, as the bylaws of this corporation.

Dated: May 8, 2014
