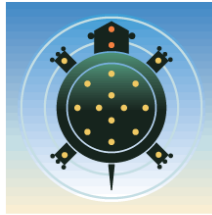


Beaver Creek Wetlands Association

P.O. Box 42

Alpha, OH 45301-0042



BEAVER
CREEK
WETLANDS
ASSOCIATION

S I N C E 1 9 8 8

Code of Regulations
May 2018

CODE OF REGULATIONS
of
BEAVER CREEK WETLANDS ASSOCIATION, INC.

Adopted May 31, 1988 - Retyped & proofed 3/16/89
Amended May 16, 1989 (Art III Sect 6 & Art IX Sect 1)
Amended May 12, 1993 (Art III Sect 8)
Amended May 14, 1996 (Art II Sect 1 & 2)
Amended May 20, 1997 (Art I Sect 2, Art III Sect 1 & Art IV Sect 3)
Amended May 16, 1998 (Article VI: add Sect 7)
Amended May 15, 2012 (Art III Sect 8, Art IV Sect 3, Art V: add Sect 10, & Art VII Sect 5)
Amended May 19, 2018 (Art I, Sect 2, Art VI, Sect 1)

ARTICLE I: OFFICES

Section 1. Name. The name of the Corporation is Beaver Creek Wetlands Association, Inc. (the "Corporation", "Association" or "BCWA").

Section 2. Principal Office. The principal office of the Corporation shall be located in the County of Greene, State of Ohio at the following physical location:

The Coy House
At rear of Beaver Cemetery
Dayton-Xenia Rd
Beavercreek OH 45434

The mailing address shall be:

Beaver Creek Wetlands Association
PO Box 42
Alpha OH 45301-0042

Section 3. Other Offices. The Board of Trustees may at any time establish branch offices, either within or outside of the State of Ohio in order to advance the purposes of the Corporation.

ARTICLE II: MISSION & PURPOSES

Section 1: The Mission of the Beaver Creek Wetlands Association is to protect the wetland ecosystem in the Beaver Creek

Watershed through partnerships, community networks, and public education. The Beaver Creek Watershed is defined as the area drained by the Beaver Creek and its tributaries from its headwaters to its juncture with the Little Miami River, in Greene County Ohio.

Section 2: Purposes. The Corporation is a not-for-profit corporation organized exclusively for the following charitable purposes:

(a) to educate the general public about land-use matters and to promote public awareness and understanding of the value of open space within the Beaver Creek Watershed.

(b) to preserve and protect open space in the Beaver Creek Watershed including the acquisition of interests in real property, and encouragement of community participation in the protection of these open space resources;

(c) to promote for human needs the balanced use of land and the knowledge, appreciation, and understanding of the natural environment through the protection, preservation, and stewardship of open space land, particularly the lands of and related to the Beaver Creek, its tributaries, and the associated aquifer;

(d) to acquire, by gift, purchase, or otherwise, real and personal property, both tangible and intangible, of every sort and description and interests in such real and personal property, and to hold and dispose or otherwise act with respect to, such property and the net earnings thereof in accordance with the Corporation's charitable purposes;

(e) to facilitate, monitor and enforce conservation easements and deed restrictions that apply to interests acquired by the Corporation, and to manage those interests in accordance with established proceedings;

(f) to acquire or receive from any individuals, firms, associations, corporations, trusts, foundations, or any governmental subdivision, unit, or agency, by deed, gift, purchase, bequest, devise or otherwise, cash, securities, and other property, tangible or intangible, real or personal, and hold, manage, invest, reinvest, and disburse the principal and income thereof solely for the purposes hereof; and

(g) to do whatever is deemed necessary, useful,

advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Association, including the exercise of all other authority enjoyed by corporations generally by virtue of the provisions of the Ohio Non-Profit Corporation Law.

ARTICLE III: MEMBERSHIP

Section 1. Membership. The voting Members of the Corporation shall consist of those individual Members of the general public who shall pay annual dues in accordance with a Dues Schedule as adopted (and modified from time to time) by the Board of Trustees.

Section 2. Annual Meeting. The annual meeting of the Corporation shall be held annually during the second quarter of each year at such date, time and place as the Board of Trustees shall designate.

Section 3. Notice of Annual Meeting. Written notice of time, date, and place of holding such annual meeting shall be given to every Member by distributing (via U.S. Postal Service or e-mail) a copy thereof to each Member, not less than ten days before such meeting.

Section 4. Special Meetings. Special meetings of the Members may be held upon the call of the Board of Trustees or upon the call of one half of the Members.

Section 5. Notice of Special Meetings. Written notice of the time, date, place, and purpose of each special meeting shall be given by distributing (via U.S. Postal Service or e-mail) a copy thereof to each Member, not less than ten days before such meeting.

Section 6. Quorum, Adjournments of Meetings. At all meetings of the Members, those represented (in person, or by proxy) shall constitute a quorum for the transaction of business. At any meeting adjourned to a later date, any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Organization. The Chairman of the Board and in the absence of such a Chairman, the President of the Corporation shall preside at all meetings of the Members or, in the absence of the President, a Chairman shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary at all meetings of the Members, but in the absence of the Secretary, the

presiding officer may appoint any person to act as Secretary of the meeting.

Section 8. Voting. At any meeting of the Members, each Member present in person, or by proxy shall be entitled to one vote subject to the following: a family holding any category of Membership except "Student/Senior" or "Individual" is entitled to two votes. A family is defined as two or more persons living in a common household and so identified on the Corporation's Membership record. Members are expected to recuse themselves from any vote in the event they feel a conflict of interest or the perception of said conflict exists. Upon demand of any Member, any vote for Trustees or upon any question before the meeting shall be by ballot.

Section 9. Actions Without Meeting. Any action required or permitted to be taken by vote of the Members may be taken without a meeting on written consent delivered via any method (including e-mail), setting forth the action so taken, signed individually or collectively by all Members entitled to vote on the issue. Such unanimous consent of the Members shall be filed with the minutes of the next Membership meeting.

Section 10. Conduct of Meetings. The order and conduct of business of the members in good standing present at any meeting shall be in accordance with the principles of consensus or Robert Rules of Order, subject to the discretion of the chair of the meeting.

ARTICLE IV: TRUSTEES

Section 1. Powers. Subject to the limitations of the Articles and this Code of Regulations, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Trustees (the "Board" or "Board of Trustees") consisting of all Trustees duly elected by the Members at the Annual Meeting as described in Section 3 of this Article. The Board may delegate the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in this

Code of Regulations:

(a) to select and remove all the other Officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or this Code of Regulations, fix their compensation and require from them security for faithful service;

(b) to conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations as may not be inconsistent with law, the Articles, or this Code of Regulations, as they may deem best;

(c) to adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best; and

(d) to borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

Section 2. Number of Trustees. The authorized number of Trustees shall not be less than three nor more than fifteen unless changed by amendment of this Code of Regulations. The exact number of Trustees shall be fixed from time to time by resolution of the Board at any regular meeting.

Section 3. Selection and Term of Office. The Trustees shall be elected by the Members at the annual meeting of the Members. To provide continuity, each annual meeting should elect 1/3 of the Trustees for a normal 3 year term. All current Members are eligible to serve as Trustee excepting only those who are "public officials" as defined as "any elected or appointed officer of the state of Ohio or any elected or appointed officer of a political subdivision, whether in a temporary or permanent capacity" (i.e., municipality, township, city) within the Beaver Creek Watershed." Each Trustee shall serve until a successor has been elected and qualified. Trustees shall not serve more than two consecutive three-year terms on the Board.

Section 4. Vacancies. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation, or removal of any Trustee, or if the authorized number of Trustees is increased. Any vacancy occurring in the Board and its officers shall be filled by

election by the Board. Each Trustee so selected, shall hold office until the expiration of the term of the replaced Trustee and until a successor has been selected and qualified.

Section 5. Resignation or Removal. Any Trustee may resign effective upon giving written notice to the Board or any officer thereof. The resignation shall take effect upon its receipt, and the acceptance of resignation shall not be necessary to make it effective, unless otherwise specified in the notice. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration to the Trustee's term of office. Any Trustee may be removed, with or without cause, by the Board at any time.

Section 6. Place of Meeting. Meetings of the Board shall be held at any place within or outside the State of Ohio which has been designated from time to time by the Board.

Section 7. Annual Meetings. By the delivery of notice (via U.S. Postal Service or e-mail) or call at least ten days prior to the Annual Meeting, the Board shall hold an Annual Meeting for the purpose of organization, election of Officers, and the transaction or other business, such meeting shall be at or after the Annual Meeting of Members.

Section 8. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 9. Special Meetings. Special meetings of the Board for any purpose may be called at any time by any Officer of the Board or by any two Trustees. Notice of the time, place, and purpose of every special meeting of the Board shall be given to each Trustee in person, by mail, by e-mail or by telephone at least 48 hours before the meeting.

Section 10. Waiver of Notice. Notice of a meeting need not be given to any Trustee who signs a waiver of notice or a written consent to holding the meeting or approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Trustee. All such waivers, consents, and approvals shall be filed with the Corporate records or made a part of the minutes of the meetings.

Section 11. Quorum and Action of the Board; Adjournment.

Except as provided elsewhere in this Code of Regulations, a majority of the Trustees serving at any given time constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by majority of Trustees present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the Code of Regulations. Whether or not there is a quorum at any meeting, a majority of the Trustees who are present may adjourn the meeting. Trustees are expected to recuse themselves from any vote In the event they feel a conflict of interest or the perception of said conflict exists.

Section 12. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Trustees participating in such meeting are in simultaneous communication with one another. Participation by such means shall constitute presence in person at a meeting.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if, prior to such action, all Members of the Board shall individually or collectively consent in writing (via U.S. Postal Service, in person or by e-mail) to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 14. Rights of Inspection. Every Trustee 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 of which such person is a Trustee.

Section 15. Fees and Compensation. Trustees shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of the Board. The Board may, in its discretion, contract with and pay to Trustees rendering services to or for the benefit of the Corporation appropriate to the value of such services.

ARTICLE V: OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Corporation may

also have, at the discretion of the Board, a Chairman of the Board, a Vice President, and such other officers as may be elected Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chairman of the Board and the office of President and Vice President shall not be held by the same person.

Section 2. Election. The Officers of the Corporation, shall be chosen annually for a term of one year by, and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. Removal and Resignation. Any Officer may be removed, either with or without cause, by a majority of the entire Board at any time. Any Officer may resign at any time by giving written (via U.S. Postal Service, in person or by e-mail) notice to the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. In the event of a vacancy in any office because of death, resignation, removal, disqualification, or any other cause, the Board shall elect a successor to fill the unexpired term and to serve until a successor is elected.

Section 5. Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Members and the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 6. President. Subject to such powers, if any, as may be given by the Board to the Chairman of the Board, if there is such an Officer, the President is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and Officers of the Corporation. In the absence of the Chairman of the Board, or if there is none, the President shall preside at all meetings of the Members and the Board. The President may sign, with the Secretary or Treasurer or any other proper Officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in case where the signing and execution thereof shall be expressly delegated by the Board, or by this Code of

Regulations, or by statute to some Officer or agent of the Corporation. The President has the general powers and duties of management usually vested in the office of president and general manager of a Corporation and such other powers and duties as may be prescribed by the Board.

Section 7. Vice President. In the absence or disability of the President, the Vice President, if there is such an officer, shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have any other powers and perform such other duties as from time to time may be prescribed by the Board.

Section 8. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, the minutes of the Members and the Board of Trustees. The Secretary shall attend to maintaining the records and the giving and serving of all notices of the Corporation and shall have such books and papers as the Board of Trustees may direct.

Section 9. Treasurer. The Treasurer is the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept or maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Trustee. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation, as may be ordered by the Board, shall render to the President and Trustees, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 10. Technical Officer. The Technical Officer is the chief scientific and technical resource of the Corporation and may develop, keep and maintain, or cause to be developed, kept or maintained, adequate and correct accounts of the properties owned and/or managed by the Association and all easements (i.e., conservation, agricultural) of those properties under BCWA management. The Technical Officer may develop and administer the property management plans, develop and manage land acquisition strategy and advise the Board, Trustees and Members on all technical and scientific aspects pertinent to the Corporation, and

shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE VI: EXECUTIVE COMMITTEE AND OTHER

Section 1. Executive Committee. The Board may elect an Executive Committee consisting of the President and two or more Members of the Board. The Executive Committee shall act for the Board during the period between Board meetings and shall, to the extent permitted by law, exercise all powers of the Board except 1) any which have been expressly reserved by this Code of Regulations or Board resolution; 2) any matter related to changes of this Code of Regulations, Board resolutions, Trustees, Members, and Officers. The President shall give reasonable notice to each member of the Executive Committee of the time, date, and place for each meeting. A majority of the Executive Committee Members in office, or three Officers, whichever is less, constitutes a quorum of the Executive Committee for the transaction of business.

Section 2. Election and Term of Office. The members of the Executive Committee, if there is such a committee, shall be elected by the Board. If elected at an annual meeting of the Board, the term of office of a member of the Executive Committee shall be one (1) year or until that Executive Committee member's successor is elected. If elected at any other time, the term of office of a member of the Executive Committee shall be until the next following annual meeting of the Board or until that Executive Committee member's successor is elected.

Section 3. Participation by Conference Call. Members of the Executive Committee may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all Executive Committee members participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

Section 4. Action Without Meeting. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting, if all of the members of the Executive Committee individually or collectively consent in writing (including e-mail) to such action.

Section 5. Alternates. In order to maintain the quality and continuity of Executive Committee meetings, the Executive Committee may by resolution provide for the attendance of

alternates at such meetings in case of the unavoidable absence or inability of the Executive Committee member to attend. In no case, however, shall more than two alternates participate in any one meeting; nor shall an Executive Committee member be permitted to designate an alternate to attend at more than one-half of the meetings of the Executive Committee in any calendar quarter. If so provided by the Executive Committee, an alternate may vote and be counted for the purpose of determining a quorum for action on any matter except to the Membership or rules of conduct of the Executive Committee.

Section 6. Other Committees. The Board may appoint one or more committees, each consisting of two or more Trustees, and delegate to such committees any of the authority of the Board. Any such committee must be created, and the Members thereof appointed, by resolution adopted by the Trustees provided a quorum is present, and any such committee may be designated by any name as the Board shall specify.

Section 7. Advisors. From time to time the Board may appoint Advisor(s). The Advisor(s) serves at the pleasure of the Board and may be called upon to provide guidance, leadership, and/or advice to the Board.

ARTICLE VII: OTHER PROVISIONS

Section 1. Agents and Representatives. The Board may appoint an executive Trustee and such other agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with this Code of Regulations, to the extent authorized or permitted by law.

Section 2. Contracts. The Board, except as otherwise provided in this Code of Regulations, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no Officer, agent, or employee shall have any authority or power to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or to any amount.

Section 3. Options to Purchase Real Property. An agreement giving the Corporation an option to purchase real

property in pursuance of its charitable purposes may be validly signed by any Officer or authorized representative of the Corporation. The phrase "option to purchase" as used herein means the right to purchase certain real property on specified terms which creates no obligation of the Corporation to purchase unless notice is duly given to the seller that the Corporation elects to exercise its right to purchase. Consideration paid for such option must be made in conformance with the provision of this Code of Regulations for the execution of checks.

Section 4. Authorization for Purchase of Real Property.

Before any option or other agreement for the purchase of real property may become obligatory as to the Corporation, and prior to the giving of notice to any seller that the Corporation elects to exercise its right to purchase, the Executive Committee and the Board of Trustees must by resolution authorize the acquisition of the property in question. By specific or standing resolution, the Board of Trustees and the Executive Committee shall also authorize the subsequent disposition of the property in question.

Section 5. Authorization for Other Monetary Commitments.

Unless otherwise required by law or by Board resolutions, all monetary commitments of the Corporation shall be made pursuant to the following requirements for authorization and signature:

<u>Highest Amount</u>	<u>Authorization Required</u>	<u>Signature Required</u>
Up to \$2,500	President	Treasurer or Authorized Agent
\$2,501 to \$5,000	Executive Committee	Treasurer or Authorized Agent
Above \$5,000	Executive Committee and Board of Trustees	Treasurer or Authorized Agent

Section 6. Representation of Shares of Other Corporations.

Unless otherwise ordered by the Board, the President, or any Vice President, shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which the Corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

Section 7. Deposits. The funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust

companies, or other depositories as the Board may select. All checks shall be signed by such Officer or Officers as the Board or this Code of Regulations may from time to time designate.

Section 8. Fiscal Year. The fiscal year of the Corporation shall commence on January 1st of each year and end on December 31st.

Section 9. Exempt Activities. Notwithstanding any other provisions of this Code of Regulations, no Trustee, Officer, employee, or agent of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII: INDEMNIFICATION

Section 1. Third Party Actions. The Corporation 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, including all appeals (other than an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that he/she is or was a Trustee, Officer, employee, agent, Advisor, or volunteer of the Corporation, or is or was serving at the request of the Corporation, or is or was serving at the request of the Corporation as a Trustee, director, officer, employee, agent, advisor, or volunteer of another corporation (whether non-profit or for profit), partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or 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 which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Derivative Actions. The Corporation 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 or suit, including all appeals, by or in the right of the Corporation or procure a judgment in its favor by reason of the fact that he is or was a Trustee, Officer, employee, agent, Advisor, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent, advisor, or volunteer of another corporation (whether non-profit or for profit), partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonable believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of (1) any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court of Common Pleas or the court in which the action or suit was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the Court of Common Pleas or such other court considers proper; and (2) any action or suit in which liability is asserted against a Trustee pursuant only to section 1702.55 of the Revised Code.

Section 3. Rights After Successful Defense. To the extent that a Trustee, director, Officer, employee, agent, Advisor, or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 or 2, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Other Determination of Rights. Except in a situation governed by Section 3, any indemnification under Section 1 or 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, Trustee, Officer, employee, agent, Advisor, or volunteer is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made (a) by a majority vote of Trustees acting at a meeting at which a quorum consisting of Trustees who were not parties to such action, suit, or proceeding is present, or (b) if such a quorum is not obtainable (or even if obtainable), and a majority of disinterested Trustees so directs, by independent legal

counsel (compensated by the Corporation) in a written opinion, or (c) by the affirmative vote in person of a majority of the Members entitled to vote at a meeting held for such purpose at which a quorum consisting of Members who were not parties to such action, suit, or proceeding is present, or (d) by the Court of Common Pleas or the court in which such action or suit was brought.

Section 5. Advances of Expenses. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals), or threat thereof may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Trustees, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the director, Trustee, Officer, employee, agent, Advisor, or volunteer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

Section 6. Non-Exclusivity; Heirs. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles, this Code of Regulations, any agreement, vote of the Members, any insurance purchased by the Corporation, or otherwise, both as to action in his 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, Trustee, Officer, employee, agent, Advisor, or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee, agent, Advisor, or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent, or volunteer of another corporation (whether nonprofit or for profit), partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or of the Ohio Non-Profit Corporation Law.

ARTICLE IX: AMENDMENTS

Section 1. Amendment of Code of Regulations. This Code of Regulations may be amended by the affirmative vote of the voting Members present and voting (in person, by proxy, or by e-mail) at any meeting (regular or special) of the Members, provided that the notice of the proposed amendment(s) has been submitted in writing to the Membership at least 30 days before said meeting.

