

**CODE OF REGULATIONS
OF
THE ENAMELIST SOCIETY, INC.**

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CODE OF REGULATIONS
OF
THE ENAMELIST SOCIETY, INC.

1. ARTICLE I. GENERAL

1.1. Name

This Corporation shall be known as THE ENAMELIST SOCIETY, INC. ("the Corporation").

1.2. Purposes

The Corporation shall have such non-profit purposes as are now, or may hereafter, be set forth in its Articles of Incorporation and the following:

- (a) To promote the art of enameling;
- (b) To encourage cooperation and free intercourse among artists, teachers, **craftspersons**, students and others engaged in the promotion, production, technology and aesthetics of enameling.
- (c) To collect data and conduct research in the field of enameling;
- (d) To create a greater public awareness in the field of enameling and to distribute information in relation to enameling;
- (e) To publish periodicals and newsletter on enameling;
- (f) To solicit contributions and donations for carrying out its purposes;
- (g) To conduct, sponsor and coordinate workshops dealing with enameling for the benefit of its Members and friends; and
- (h) To carry on or undertake any other business, activity or transaction in furtherance of its exempt purposes, which the Corporation may lawfully carry on or undertake.

1.3. Powers

The Corporation shall have such powers as are now, or may hereafter be, granted by the Nonprofit Corporation Law of the State of Ohio, by the Corporation's Articles of Incorporation, or by this Code of Regulations.

2. ARTICLE II. OFFICES

The principal office of the Corporation shall be in the City of Newport, Kentucky, or at such other place as the Board of Trustees may from time to time appoint or as the activities of the Corporation may require.

3. ARTICLE III. MEMBERSHIP

3.1. Membership

The Members of the Corporation shall be those individuals whose membership applications have been accepted and who have paid the annual dues as established by the Board of Trustees for the remainder of any Membership Year. Membership in the Corporation, after acceptance of a membership application, may be renewed for the Membership Year upon payment of the annual dues.

3.2. Membership Year

The Membership Year shall be established by the Board of Trustees. If no Membership Year is established, the Membership Year will coincide with the Corporation's fiscal year.

3.3. Resignation of Members

Any Member may resign at any time by giving written notice to any officer of the Corporation. The resignation will become effective upon acceptance by the Corporation and, if applicable, shall also constitute a resignation as Trustee or officer of the Corporation.

3.4. Termination or Suspension of Member

Membership in the Corporation may be terminated or suspended by the Board of Trustees. The date of termination or suspension shall be the date noted on the written notice sent to the Member.

3.5. Patrons

Patrons shall be those persons, businesses, institutions or organizations who wish to further the purposes of the Corporation through additional financial support, but do not wish to participate in the Corporation's affairs. Any person, business, institution or organization is eligible to become a patron. Patrons will receive such communications and privileges as the Board of Trustees may from time to time decide but will not be entitled to vote or hold office in the Corporation by virtue of their status as Patrons.

4. ARTICLE IV. MEETINGS OF THE MEMBERS

4.1. Annual Meetings

Annual meetings of the Members, shall be held on such date and time as shall be designated from time to time by the Board of Trustees and stated in the Notice of the Meeting specified by the Board of Trustees, or if the Trustees fail to fix a date and a time for the Annual Meeting, in any year, it shall be held at 10:00 a.m. on the second Wednesday of the ninth month of the fiscal year.

4.2. Election of Trustees

At each Annual Meeting of the Members, the Members shall elect members of the Board of Trustees who are being elected in place of those Trustees whose terms are expiring in that year. The total number of Trustees shall be a multiple of and not less than three. The Trustees shall be elected from among the individual Members (a) nominated to serve by the Nominating Committee, or (b) who have obtained the signatures of 12 Members in good standing, which must be submitted to the President of the Corporation 90 days prior to the Annual Meeting of the Members, including such information and background materials as required by the Board of Trustees. The Members shall transact such other business as may properly be brought before the meeting.

4.3. Notice of Annual Meeting

Written or printed notice of the Annual Meeting of Members stating the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called shall be delivered not less than 60 nor more than 120 days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary. If mailed, such notice shall be addressed to the Members at their addresses as they appear on the records of the Corporation. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

4.4. Place of Meetings

Meetings of the Members may be held at such time and place within or without the State of Ohio as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

4.5. Special Meetings

Special Meetings of the Members shall be called upon the written request of the President or, in case of the President's absence, death, or disability, the Vice-President authorized to exercise the authority of the President, the Trustees by action at a meeting, or a majority of the Trustees acting without a meeting. Calls and notices for such meetings shall specify the time, place, and purpose thereof. No business other than that specified in the call and notice shall be considered at any Special Meeting.

4.6. Notice of Special Meetings

Written or printed notice of a Special Meeting stating the place, day, and hour of the meeting and the

purpose or purposes for which the meeting is called, shall be delivered not less than 60 nor more than 120 days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to the Members. If mailed, such notice shall be addressed to the Members at their addresses as they appear on the records of the Corporation. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. Business transacted at any Special Meeting of the Members shall be in accordance with the purposes as stated in the Notice.

4.7. Quorum for a Meeting

The voting Members present at any meeting of the Members shall constitute a quorum at all meetings of the Members for the transaction of business except as otherwise provided by statute, the Articles of Incorporation, or this Code of Regulations. If, by statute, the Articles of Incorporation or this Code of Regulations, such quorum shall not be present or represented at any meeting of the Members, the Members present in person and entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting for which notice was originally delivered.

4.8. Action of the Members

If a quorum is present, the affirmative vote of a majority of the Members present at said meeting of the Members, in person or by proxy, shall be the action of the Members.

4.9. Voting by Members

The Members shall be entitled to one vote on each matter submitted to a vote at a meeting of the Members, except as otherwise provided in this Code of Regulations. A Member shall vote in person but in the case of a vote for Trustees may vote by a proxy executed in writing by the Member or his duly authorized attorney-in-fact. The individual serving as President of the Board of Trustees shall be permitted to vote to break a tie among Members. Any vote by proxy must be received by the individual so designated in the notice of the meeting 15 days prior to the date of the scheduled meeting.

4.10. Order of Business

At each meeting of the Members, the President, and in his or her absence the Vice-President shall chair the meeting. Unless changed in the notice of the meeting of the Members, the order of business at all meetings of the Members shall be as follows:

- (a) Reading of the minutes of the preceding meeting and acting thereon, unless dispensed with by unanimous consent;
- (b) Report of Trustees, if any;
- (c) Reports of officers, if any;

- (d) Reports of committees, if any;
- (e) Election of Trustees, if any;
- (f) Unfinished business, if any; and
- (g) New business, if any.

4.11. Action Without a Meeting

Any action required to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Members unless otherwise provided for by law, the Articles of Incorporation, or this Code of Regulations. Such writing or writings shall be filed with or entered upon the records of the Corporation.

5. ARTICLE V. BOARD OF TRUSTEES

5.1. General Powers

Except as otherwise provided for by law, the Articles of Incorporation, or this Code of Regulations, all of the business and affairs of the Corporation shall be managed and controlled by the Board of Trustees.

5.2. Trustee Bylaws

For their own government the Trustees may adopt bylaws not inconsistent with the Articles of Incorporation of the Corporation and this Code of Regulations.

5.3. Limitation Clause

Subject to the provisions of Ohio Nonprofit Corporation Law and the Articles of Incorporation and this Code of Regulations, the Board of Trustees is authorized and empowered to do and perform every act and thing whatsoever which it shall deem necessary, expedient, or advisable to carry out the purposes of this Corporation.

5.4. Number, Election and Tenure

- (a) The Board of Trustees shall consist of 12 persons but may be changed by resolution adopted by a majority vote of the Members; provided that the number of Trustees may not be fewer than three.
- (b) The election of Trustees shall be at the Annual Meeting of the Members, or in default thereof, at a Special Meeting called for that purpose. The members of the Board of Trustees, who are all elected by the Members, shall be elected in classes and serve for staggered terms. The members of the Board of Trustees who are elected by the Members at each-Annual Meeting of the Members shall each serve for a four-year term. The

Trustees' term of office may be prospectively increased or decreased by majority vote of the Board of Trustees; provided that any such change will not affect the unexpired term of the Trustees then serving.

- (c) Trustees shall hold office until the expiration of the term for which they were elected and shall continue in office until their respective successors are duly elected and qualified.

5.5. Resignation

Any Trustee of the Corporation may resign at any time, either by oral tender of resignation at any meeting of the Board of Trustees or by giving written notice thereof to the Secretary of the Corporation. Such resignation shall take effect at the time specified therefor and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

5.6. Removal

A Trustee may be removed with or without cause by a majority vote of the Members, at a meeting called expressly for that purpose.

5.7. Vacancies

Any vacancy occurring in the Board of Trustees shall be filled by a majority vote of the Trustees, even though there are less than a quorum until the Members hold an election to fill the vacancy. A Trustee elected to fill a vacancy occurring in the Board of Trustees shall be elected for the unexpired term of his predecessor in office.

5.8. Annual Meeting.

The Annual Meeting of the Board of Trustees shall be held immediately after the Annual Meeting of the Members or on such other date as selected by the President for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Annual Meeting shall be in the place and at the time specified in the notice of said Meeting.

5.9. Regular Meeting.

Regular Meetings of the Board of Trustees shall be held upon such notice, or without notice, at such time and at such place as shall from time to time be determined by the Board.

5.10. Special Meetings.

Special Meetings of the Board of Trustees may be called by the President or any two Trustees, and may be held at such place and time as the person or persons calling such meeting shall specify.

5.11. Location of Meeting.

Meetings of the Trustees may be held at any place within or without the State of Ohio as specified in the notice of the Meeting.

5.12. Notice

Written notice of the time and place of each meeting of the Trustees shall be given to each Trustee either by personal delivery or by mail, facsimile, telegram, or cablegram at least two days before the meeting, which notice need not specify the purpose of the meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. If the notice is mailed, it shall be deemed to be delivered when deposited in the United States mail so addressed to the Trustees at the address of each shown on the Corporation's books, with postage thereon prepaid. If notice be given by facsimile, telegram, or cablegram, such notice shall be deemed to be delivered when the facsimile, telegram, or cablegram is delivered. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

5.13. Quorum

A presence of a majority of the Trustees then in office is necessary to constitute a quorum for a meeting of the Board of Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present is the act of the Board of Trustees. If a quorum is not present, a majority of the Trustees present may adjourn and reconvene the meeting from time to time without further notice. Each member of the Board of Trustees shall be entitled to one vote on each matter properly brought before the Trustees.

5.14. Action By Unanimous Written Consent

Any action which may be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Trustees of the Corporation. Any such writing shall be filed with, or entered upon, the records of the Corporation.

5.15. Procedure

The President shall preside at the meetings of the Board of Trustees. The Board of Trustees may adopt its own rules of procedure as provided in Section 5.2, above.

5.16. Compensation and Expenses

Trustees as such shall receive such compensation for their services as may be determined by the Board of Trustees. Upon the vote of the Board of Trustees authorizing the same, Trustees may be reimbursed for their reasonable expenses, including travel, incurred in connection with the business of the Corporation.

6. ARTICLE VI. COMMITTEES

6.1. Committees

The Board of Trustees may from time to time appoint temporary or special committees which in its discretion it deems necessary or desirable.

6.2. Executive Committee

The President of the Corporation may appoint an Executive Committee comprised of the President, a Vice President, Treasurer and three Trustees. The Executive Committee shall attend to such matters as may be delegated to it by the Board of Trustees. The number of Trustees serving on the Executive Committee may be increased by a unanimous vote of the Board of Trustees. The individual serving as President shall be permitted to vote to break a tie.

6.3. Nominating Committee

The President of the Corporation may appoint a Nominating Committee. The Nominating Committee shall submit to the Board of Trustees annually, a list of those persons whom it nominates for election as Trustees. The Trustees, after making such additions or deletions to the persons so nominated, together with any modifications provided in Section 4.2(b), shall forward such list of nominations to the Members. The Nominating Committee shall also submit to each regular Annual Meeting of the Board of Trustees a list of those persons whom it nominates for election as officers of the Corporation.

6.4. Additional Operating Committees

Additional operating committees may be created and abolished by the President or by the Board of Trustees, except to the extent that this authority of the President may be specifically limited by a resolution of the Board. Such additional operating committees shall discharge such responsibilities as may be assigned to them.

6.5. Appointment

The President shall appoint the members of the committees from among the Trustees, Officers, employees, professional advisers, Patrons and friends of the Corporation and shall designate a Chairman, a Vice-Chairman and a Secretary for each Committee. All committees shall consist of no less than three Trustees.

6.6. Ex Officio Members

Unless expressly designated to serve, the President of the Corporation shall be an ex officio member of all committees. The President may from time to time appoint one or more additional persons as ex officio members of committees. Ex officio members of committees shall be entitled to all of the rights and privileges of regular committee members but shall not vote or be counted in determining the existence of a quorum.

6.7. Tenure

Each member of a committee shall continue as such for two years and until his successor is appointed, unless sooner removed or until the committee is abolished pursuant to Section 6.4.

6.8. Quorum

Unless otherwise provided in the resolution of the Board of Trustees approving the appointment of the members of the committee, a majority of the whole committee shall constitute a quorum.

6.9. Manner of Acting.

- (a) Formal Action by Committee. The act of a majority of a committee present at a meeting at which a quorum is present shall be the act of the committee.
- (b) Informal Action by Committee. No action of a committee shall be valid unless taken at a meeting at which a quorum is present except that any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing (setting forth the action so taken) shall be signed by each member of the committee entitled to vote.

6.10. Removal

Any member of a committee may be removed by the President whenever in his judgment the best interests of the Corporation shall be served by such removal.

6.11. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.12. Minutes

The Secretary of each committee shall prepare minutes of each meeting and forward copies thereof to the Board of Trustees.

6.13. Expenditures

Any expenditure of Corporation funds by a committee shall require prior approval of the Board of Trustees.

6.14. Procedure

Each committee may adopt its own rules of procedure which shall not be inconsistent with the terms of its creation, of the Articles of Incorporation of the Corporation or this Code of Regulations.

7. ARTICLE VII. OFFICERS

7.1. Officers

The Officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Treasurer, and one or more Secretaries and such other officers and assistant officers as may be deemed necessary, each of whom may be designated by such other titles as may be provided by law or in the Articles of Incorporation, this Code of Regulations, the bylaws of the Board of Trustees, or a Resolution of the Trustees. Unless the Articles of Incorporation or this Code of Regulations otherwise provide, none of the officers need be a Trustee. Except for the offices of President and Vice-President, any two or more offices may be held by the same person.

7.2. Election and Term of Office

The Officers of the Corporation shall be elected for two year terms by the Board of Trustees at the Annual Meeting of the Board of Trustees. Each Officer shall hold office until his successor shall have been duly elected and accepted office or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

7.3. Removal.

Any officer elected by the Board of Trustees may be removed by the Board of Trustees with or without cause at a meeting called for such purpose.

7.4. Vacancies

A vacancy in office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Trustees for the unexpired portion of the term.

7.5. President

The President shall preside at all meetings of the Board of Trustees. The President shall be the Chief Executive Officer of the Corporation and have general overall supervision of all of the business and affairs of the Corporation. His responsibilities shall include, without limitation, the following:

- (a) Act as the representative of the Corporation to the public as well as to governmental and voluntary organizations;
- (b) Preside at the Biennial Conference and the Annual Meeting;
- (c) Write the President's report for "Glass and Metal;"
- (d) Assign overall responsibility for corporate management;
- (e) Report to the Board of Trustees on the performance of the Corporation; and
- (f) Nominate the Coordinators) for the Biennial Conference to be elected by and shall

oversee and supervise the person(s) appointed.

The President may sign, with the Secretary or any other officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which have been authorized to be executed except in cases where the signing and the execution thereof would be expressly delegated by the Board of Trustees or by this Code of Regulations or by statute to some other officer or agent of the Corporation; and in general, he shall perform all duties incident to the function of Chief Executive Officer and such other duties as may be prescribed by the Board of Trustees from time to time.

7.6. Vice-President

One or more vice-presidents may be elected and, in the absence of the President, the vice-presidents (in the order of their election) shall perform the duties of President.

7.7. Treasurer

The Treasurer shall, subject to the direction of the President, have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of this Code of Regulations; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees. If required by the Board of Trustees, the Treasurer may at the discretion of the Board of Trustees be required to give a bond for the faithful discharge of his duties in such sum and with such surety as they shall determine.

7.8. Secretary

One or more Secretaries may be elected. The Secretary shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; assure that minutes of all meetings of other committees are prepared and filed with the records of the Corporation; keep a record of actions by the Members; assure that all notices are given in accordance with the provisions of this Code of Regulations or as required by law; be custodian of the Corporation's records and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Trustees.

7.9. Assistant Treasurers and Assistant Secretaries

The Assistant Treasurers and the Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary respectively, or by the Board of Trustees.

7.10. Compensation

The Officers of the Corporation as such shall at the discretion of the Board of Trustees receive compensation for their services; but nothing herein contained shall be construed to preclude any Officer from serving the Corporation in any other capacity and receiving compensation therefor.

Officers shall be reimbursed for their reasonable expenses incurred in connection with the business of the Corporation and in soliciting donations to the Corporation upon due submission of such documentation regarding such expenses as the Board of Trustees shall request.

8. ARTICLE VIII. EMPLOYEES, AGENTS AND REPRESENTATIVES

8.1. Employees

The Board of Trustees may establish such positions of employment as it deems desirable from time to time and shall fix the salaries and other terms of employment for such positions.

8.2. Agents and Representatives

The Board of Trustees may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Trustees may see fit, so far as may be consistent with the Articles of Incorporation and this Code of Regulations, to the extent authorized or permitted by law.

9. ARTICLE IX. INDEMNITY OF TRUSTEES, OFFICERS AND EMPLOYEES, ETC

9.1. General.

- (a) Subject to the provisions of paragraph (b) hereinafter set forth, the Corporation may defend, indemnify, and save harmless each person, and the heirs, legal representatives, executors, and administrators of such person, who is, or was, a Trustee, Member, Officer, Employee, Volunteer, or Agent of this Corporation or who is or was serving as a fiduciary of a retirement or welfare plan maintained by this Corporation or who is or was serving at the request of this Corporation and for the benefit of this Corporation in any of the foregoing capacities for another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise (all of the previously enumerated positions shall hereinafter be referred to as "Covered Positions"), against all costs and expenses (including, but not limited to, attorneys' fees and disbursements, judgments, fines, penalties and amounts paid in settlement) actually and reasonably incurred by him or imposed upon him:
 - (i) in connection with or arising out of any claim, action, suit, proceeding or investigation (or any issue or matter therein), whether civil, criminal, administrative, or whatever nature, to which he is made or threatened to be made a party or in which he is necessarily involved by reason of the fact that he is, or was, serving in any one or more of the Covered Positions; and
 - (ii) in connection with any negotiations or settlement thereof, or appeal therefrom.

(b) The provisions of Subsection 9.1 (a) herein shall not be effective unless the person who is, or was, serving in a Covered Position:

(i) is determined to have acted in good faith;

(ii) is determined to have acted in a manner he reasonably believed to be in or not opposed to the best interests of any such corporation or enterprise; and

(iii) is determined in any matter the subject of a criminal action, suit, or proceeding, to have had no reasonable cause to believe that his conduct was unlawful.

The termination of any action, suit, or proceeding, or any issue or matter therein, by judgment, order, settlement, or 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 any such corporation or enterprise, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

(c) Notwithstanding anything contained in this Section 9.1, no indemnification shall be made by the Corporation in respect of any claim, suit, issue, or matter, by or in the right of this Corporation, as to which a person who is, or was, serving in a Covered Position, shall have been adjudicated to be liable for misconduct in the performance of his duty to a corporation or enterprise unless, and only to the extent that the Court of Common Pleas of Summit County, Ohio, or the court in which such action or suit was brought, shall determine, upon application by the Corporation, and in view of all the circumstances of the case, that such person is fairly and reasonably entitled to indemnity for such expenses as the Court of Common Pleas of Summit County, Ohio, or such other court shall deem proper.

(d) Any indemnification provided for under this Section 9.1, unless ordered by a court as provided in Subsection (c) hereinabove, shall be made by this Corporation only after a determination that such indemnification of a person who is, or was, serving in a Covered Position is proper because he has met the standards of conduct stated in Subsection (b) hereinabove as follows:

(i) by a majority vote of a quorum consisting of Trustees and Members of this Corporation who were not and are not parties to or threatened with any such action, suit, or proceeding; or

(ii) if such a quorum of Trustees is not obtainable, then in a written opinion by independent legal counsel other than an attorney or a firm having associated with it an attorney who has been retained by or who has performed services for this Corporation, or who has been indemnified by the Corporation within the past five years; or

(iii) by a majority vote of the Members and Trustees; or

(iv) by the Court of Common Pleas of Summit County, Ohio, or the court in which such action, suit, or proceeding was brought.

Any determination made according to methods (i) and (ii) above shall be promptly communicated to any person who threatened or brought an action or suit by or in the right of this Corporation.

- (e) Expenses, including attorneys' fees, incurred with respect to any claim, action, suit, proceeding, or investigation, or any issue or matter therein, of the character described in this Section 9.1 may be advanced by this Corporation prior to the final disposition thereof as authorized by the Trustees in a specific case upon receipt of an undertaking by or on behalf of a person serving in a Covered Position, to repay such amount if it is ultimately determined that he is not entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced exceed the indemnification to which he is entitled.
- (f) Such indemnification as provided by this Article shall not be deemed exclusive of any other rights to which a person who is or was serving in a Covered Position may be entitled under this Corporation's Articles of Incorporation, Code of Regulations, or any agreement, vote of Members or disinterested Trustees, 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 serving in a Covered Position and shall inure to the benefit of the heirs, legal representatives, executors, and administrators of such person.

9.2. Insurance

This Corporation may purchase and maintain insurance on behalf of any person who is or was serving in a Covered Position against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not this Corporation would have the power to indemnify him against such liability under Section 9.1 above.

10. ARTICLE X. CONTRACTS AND BANKING

10.1. Contracts

The Board of Trustees may authorize any officer or officers, or agent or agents of the Corporation, to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Corporation. Any officer of the Corporation may enter into a contract or execute or deliver any instrument in the name of or on behalf of the Corporation to acquire necessary equipment to provide the services of the Corporation or to employ personnel to perform the services of the Corporation. The Board of Trustees may authorize any officer or officers of the Corporation to enter into other contracts or execute or deliver other instruments appropriate for the business of the Corporation, in the name of or on behalf of the Corporation, and such authority may be general or confined to

special instances.

10.2. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

10.3. Checks

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

10.4. Loans

No loan shall be made to this Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees.

11. ARTICLE XI. POWERS

11.1. Powers.

- (a) The Corporation's purposes as herein stated shall be carried out by its Board of Trustees in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"). To this end, the Corporation shall have the following powers:
 - (i) to own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property either real or personal; to borrow money, contract debts, and issue bonds, notes, and debentures, and to secure the payment or performance of its obligations;
 - (ii) to receive property by gift, devise, or bequest, and otherwise to acquire and hold all property either real or personal including shares of stock, bonds, and securities of other corporations;
 - (iii) to enter into contracts with any person, firm, association, corporation, municipality, county, state, or nation, or with any agency of any of the foregoing;
 - (iv) to purchase equipment and supplies and expend such funds appropriate to fulfill

the purposes of the Corporation; and

- (v) to perform every act necessary or proper for the accomplishment of the objectives and purposes enumerated or for the protection and benefit of the Corporation.
- (b) Notwithstanding any powers granted to this Corporation by its Articles of Incorporation or Code of Regulations, or by the laws of the State of Ohio, the following limitations of powers shall apply and be paramount:
- (i) no part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation;
 - (ii) notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code; and
 - (iii) upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to one or more organizations described in Sections 501(c)(3) of the Code (or corresponding provisions of any future United States internal revenue law). Any assets not so disposed of shall be disposed of by a court of competent jurisdiction to such organization or organizations organized and operated exclusively for such charitable and public purposes and described in Sections 501(c)(3) of the Code (or corresponding provisions of any future United States internal revenue law) as said court shall determine.

12. ARTICLE XII. SURPLUS

Subject to the provisions of the Articles of Incorporation and of these Regulations from time to time the Trustees may set aside from or create against annual net profits or capital such sum or sums as the Trustees may deem proper, as reserves to meet contingencies, or for the purpose of maintaining or increasing the property or business of the Corporation in order to better attain their purposes. All net profits and assets in excess of liabilities plus stated capital, used and applied for the purpose set out in this Article XII, shall be deemed to have been so set aside by the Trustees for said purposes.

13. ARTICLE XIII. EMERGENCY REGULATIONS

Notwithstanding any other provisions of these Regulations, during an emergency (as defined in Section 1702.11(0) of the Ohio Revised Code or any future statute of like tenor or effect):

- (a) Meetings of the Trustees may be called by any Trustee or officer;
- (b) Notice of the time and place of each meeting of the Trustees shall be given only to such of the Trustees as it may be feasible to reach by such means, written or oral, as may be reasonably available at the time, including publication, radio or other forms or mass communications;
- (c) The Trustee or Trustees present at any meeting of the Trustees shall constitute a quorum for such meeting, and such Trustee or Trustees may appoint one or more of the officers of the Corporation for such meeting;
- (d) In the event that none of the Trustees attends a meeting of the Trustees which has been duly called, the officers of the Corporation who are present, not exceeding three, in order of rank, shall be Trustees for such meeting; provided, however, such officers may appoint one or more of the other officers of the Corporation for such meeting;
- (e) If the chief executive officer dies, is missing, or for any reason is temporarily or permanently incapable of discharging the duties of his office, then, until such time as the Trustees shall otherwise order, the next ranking officer who is available shall assume the duties and authority of the office of such deceased, missing or incapacitated chief executive officer.
- (f) Vice-presidents, in the order of their election unless otherwise designated by the Board of Trustees, shall be deemed to be of equal rank but superior in rank to the secretary and treasurer, and the secretary and treasurer shall be deemed to be of equal rank. Within the same office and as between the secretary and treasurer, rank shall be determined by order of first election to office or, if two or more persons shall have been first elected to the office at the same time, by seniority in age.

14. ARTICLE XIV. ACCOUNTING YEAR AND AUDIT

14.1. Accounting Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

14.2. Audit

At the end of the accounting year, the books of the Corporation shall be closed and a financial statement prepared for such year. The books and records of the Corporation shall be audited by an independent certified public accounting firm annually. The Board of Trustees shall determine

whether to request a review audit or a certified audit. Such financial statement shall be promptly mailed to each Trustee and shall be submitted to the Board of Trustees at the Annual or a Special Meeting.

15. ARTICLE XV. MISCELLANEOUS

15.1. Books and Records

The Corporation shall keep correct and complete books and records and minutes of the proceedings of the Board of Trustees, and any committees which have had activities in connection with the Corporation's business. It shall also record as part of its records any actions of the Members as they affect the Corporation. Copies of the actions of the Members and the minutes of the Board of Trustees shall be regularly distributed, or made available, to the Members and to each member of the Board of Trustees. The books and records of account, and the records of the actions of the Members and the minutes and proceedings of the Board of Trustees shall be open to inspection upon a written demand of any of the Members and at any reasonable time and for any purpose reasonably related to its interest as a Member. Such inspection may be made by any officer, agent or attorney of a Member and the right to make such inspection shall include the right to make notes or copies.

15.2. Annual Submissions

The Board of Trustees shall cause an annual financial report to be sent to the Members no later than 120 days after the close of the fiscal year of the Corporation and shall report to the Members on the status of the Corporation on an annual basis.

15.3. Loans to Officers and Trustees Prohibited

No loans shall be made by the Corporation to its officers, Trustees, or employees.

15.4. Rules

The Board of Trustees may adopt, amend, or repeal Rules (not inconsistent with this Code of Regulations) for the management of the internal affairs of the Corporation and the governance of its officers, agents, committees, and employees.

15.5. Term of Existence

This Corporation shall exist perpetually unless dissolved according to law.

16. ARTICLE XVI. DISSOLUTION OF CORPORATION

The Corporation may be dissolved by both the affirmative vote of the Members and the unanimous affirmative vote of the Board of Trustees. Upon dissolution, the assets of the Corporation shall be applied as provided in the Articles of Incorporation of the Corporation then in effect.

17. ARTICLE XVII. MERGER OR CONSOLIDATION

The Corporation may be merged or consolidated with another Corporation only upon both the affirmative vote of the Members and the unanimous affirmative vote of the Board of Trustees.

18. ARTICLE XVIII. AMENDMENTS

The Code of Regulations of the Corporation may be altered, amended, or repealed and a new Code of Regulations adopted by the affirmative vote of the Members and a three-fourths affirmative vote of the Board of Trustees at any time.