

**SECOND AMENDED AND RESTATED REGULATIONS
OF
SHAKER LAKES REGIONAL NATURE CENTER**

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SECOND AMENDED AND RESTATED REGULATIONS OF SHAKER LAKES REGIONAL NATURE CENTER

ARTICLE I BOARD OF TRUSTEES

Section 1. Management by the Board of Trustees. The property of the Shaker Lakes Regional Nature Center d/b/a the Nature Center at Shaker Lakes, an Ohio nonprofit corporation (the “Nature Center” or “Corporation”), shall be held and controlled, and its affairs managed, by the Board of Trustees (the “Board of Trustees”), and their successors. Except as otherwise specifically provided in these Regulations, the term Trustee shall not mean or include an Affiliate Trustee, Honorary Life Trustee or an *ex officio* member of the Board of Trustees and shall have the same meaning as the term Director under the applicable provisions of Chapter 1702 of the Ohio Revised Code, as amended, or successor enactments thereto, and the Trustees shall have all the rights, powers and duties applicable to Trustees thereunder.

Section 2. Board of Trustees Self-Perpetuating. The Board of Trustees shall be a self-perpetuating body by electing their successors.

Section 3. Trustees as Members. There shall be no members of the Corporation and the Trustees shall be taken to be the “Members of the Corporation” for the purposes of any statute or rule of law relating to corporations. Any resolution, authorization, meeting or act of the Trustees shall for all purposes where necessary be the resolution, authorization, meeting or act of the Members of the Corporation without the necessity to designate in any manner such resolution, authorization, meeting or act as the resolution, authorization, meeting or act of the Members of the Corporation. Contributors to the Nature Center may be known as “Members of the Nature Center,” but shall not be legal Members of the Corporation, nor shall they have any right to vote or exercise any other legal powers with respect to the Corporation.

Section 4. Number, Election and Term of Office of Trustees. The Board of Trustees shall be composed of not less than ten (10) nor more than thirty-five (35) Trustees to be elected by the Board of Trustees. Trustees shall be separated into three (3) substantially equal classes, each with a term commencing from the date of the election of the Trustees who are members of such class (without regard to Trustees subsequently elected to fill vacancies for the unexpired term of a particular class) and ending upon the conclusion of Trustee elections at the annual meeting in the third year following such election; provided, however, that the term of service for Trustees elected to the classes commencing at the 2014, 2015 and 2016 annual meetings shall expire upon the conclusion of Trustee elections at the annual meetings held in 2017, 2018 and 2019, respectively. The Board of Trustees may elect from time to time and at any time persons to fill such positions as are vacant for the remaining term of any such class. Except as otherwise provided in these Regulations, no person shall serve as a Trustee for more than three (3) consecutive terms of three (3) years (such period, a “Maximum Consecutive Term”). A Trustee elected to fill a vacancy is eligible for subsequent election to a Maximum Consecutive Term without regard to the length of time such Trustee served in the vacated role. A person who previously served a Maximum Consecutive Term is eligible for election to the Board of Trustees after such person has not served as a Trustee for period of one year. Notwithstanding anything to

the contrary contained in these Regulations, a Trustee serving as an Officer of the Corporation at the end of his or her Maximum Consecutive Term may be elected as a Trustee for one (1) additional term of three (3) years. As used in these Regulations, “year” shall mean the period from the election of Trustees at one annual meeting until the conclusion of Trustee elections at the next annual meeting, and if a Trustee is elected at a meeting other than an annual meeting, it shall mean the period from the conclusion of Trustee elections at such meeting until the conclusion of Trustee elections at the next annual meeting and, thereafter, the period from the conclusion of Trustee elections at one annual meeting until conclusion of Trustee elections at the next annual meeting.

Section 5. Honorary Life Trustees. The Board of Trustees may in its discretion elect persons as Honorary Life Trustees for such terms and on such conditions as the Board of Trustees may designate in each instance. Prior service as a Trustee shall not be a prerequisite for election as an Honorary Life Trustee. Honorary Life Trustees shall not be Trustees, but shall have the right to notice of, to be present at (unless the Chair otherwise determines), and to receive minutes of, all meetings of the Board of Trustees, but neither their status as an Honorary Life Trustee, nor their attendance at such meetings shall be considered for quorum purposes and they shall have no vote at any such meeting. An Honorary Life Trustee may be removed at any time, with or without cause, from his or her position by the affirmative vote of a majority of the quorum of the Trustees.

Section 6. Affiliate Trustees. The Board of Trustees may in its discretion elect persons as Affiliate Trustees for such terms and on such conditions as the Board of Trustees may designate to provide the Nature Center with representatives from the public, private and non-profit sector as the Trustees deem appropriate and advisable. Prior service as a Trustee shall not be a prerequisite for election as an Affiliate Trustee. Affiliate Trustees shall not be Trustees, shall not be considered for quorum purposes at meetings of the Board of Trustees, shall attend meetings of the Board of Trustees only upon the invitation of the Chair and shall have no vote at meetings of the Board of Trustees. An Affiliate Trustee may be removed at any time, with or without cause, from his or her position by the affirmative vote of not less than half of the Trustees present at a meeting.

Section 7. No Age Limit. There shall be no age limit with respect to the election of persons to, and service as, a Trustee.

Section 8. Vacancies. Vacancies which may occur on the Board of Trustees may be filled by action of the Board of Trustees.

Section 9. Removal and Resignation. A Trustee may be removed from office, with or without cause, at any regular or special meeting of the Board of Trustees by an affirmative vote of a majority of the quorum of the Trustees. Any Trustee, by notice in writing to the Chair of the Corporation, may resign at any time.

Section 10. Annual Meeting. The Trustees shall hold an annual meeting at the Nature Center in the month of September, unless some other time and place is designated in the notice thereof by authority of the Chair, or on any day thereafter to which said annual meeting shall be adjourned. At such annual meeting, the Trustees shall elect Trustees and Officers as provided in

these Regulations and shall take any other action required by law to be taken at an annual meeting of Trustees.

Section 11. Regular Meetings. Regular meetings of the Board of Trustees shall be held at the Nature Center during quarters when there is no annual meeting unless some other time and place is designated in the notice thereof by authority of the Chair.

Section 12. Special Meetings. Special meetings of the Board of Trustees shall be held at such time and place as is designated in the notice thereof by call of the Chair, the Chair-Elect, any Vice Chair, the President and CEO or any three (3) Trustees.

Section 13. Notice of Meetings. At least two (2) days written notice of any regular or special meeting shall be given, unless such notice be waived, and may be given, delivered or sent in any manner or form permitted by applicable law. Without limiting the generality of the foregoing sentence, notice of any regular or special meeting may be given, delivered or sent by the use of “authorized communications equipment”, as defined in Article VI.

Section 14. Voting. A Trustee shall have the right to participate in and vote at any regular or special meeting of the Board of Trustees.

Section 15. Quorum. At any regular or special meeting of the Board of Trustees, the number of Trustees constituting a quorum shall be one-half of the Trustees in office rounded down to the nearest whole number, if not a whole number.

Section 16. Limitation of Trustees. Honorary Life Trustees, Affiliate Trustees, and *ex officio* members of the Board of Trustees may, as a group, or individually, be excluded from the deliberations of the Board of Trustees with respect to any matters, and at any times, as the Chair may determine.

Section 17. Conduct of Meetings; Written Actions. Meetings of the Board of Trustees and indications of consent to written actions thereof may be held by means of authorized communications equipment; provided, however, that the Chair or, in the Chair’s absence, the Chair-Elect, shall first determine whether authorized communications equipment will be utilized for such meeting and, if such determination is made in the affirmative, the Chair shall communicate to the Trustees in advance of the meeting such determination and the access information necessary to permit any Trustee to so participate and vote at the meeting. The Chair or, in the Chair’s absence, the Chair-Elect may limit, consistent with any determination made in accordance with the foregoing, the use of authorized communications equipment at any meeting of the Board of Trustees.

ARTICLE II

OFFICERS, AGENTS AND OTHER APPOINTEES

Section 1. Officers - Number. The Board of Trustees shall elect the following officers: a Chair; a Secretary and a Treasurer. The Board of Trustees may create such other offices and elect a Chair-Elect, one or more Vice Chairs and such other officers as may from time to time be found necessary or advisable and may prescribe their tenure, terms and duties of office including, without limitation, any officer designated by the Board of Trustees to represent the Corporation

before the Shaker Lakes Regional Nature Center Endowment Foundation or any successor or similar entity. The Chair, the Chair-Elect, if any, and the Vice Chairs, if any, shall be chosen from the members of the Board of Trustees; the Treasurer and the Secretary may, but need not, be Trustees. Any two (2) or more offices may be held by the same person, except that the same person may not serve both as Chair and Chair-Elect; Chair and Treasurer; or Chair-Elect and Treasurer. Unless otherwise determined by the Board of Trustees, all officers elected or appointed shall hold office until the conclusion of officer elections at the annual meeting next succeeding their election, or until their respective successors shall have been elected and have assumed office, subject to their earlier resignation, removal or death provided, however, that the Chair shall be elected for a two (2) year term. Upon the adoption of these Regulations, the current Chair's and Chair-Elect's term will end upon the conclusion of officer elections at the September 2018 annual meeting and the current Chair-Elect will be eligible to be elected Chair by the Board of Trustees. While it is the intention of the Board of Trustees and the Corporation that the Chair-Elect shall be elected Chair, the Board of Trustees at all times retains complete discretion over the election of Chair, and prior service as Chair-Elect shall not be a prerequisite for election as Chair. In the event that an officer is also an employee of the Corporation, such person shall cease, automatically and immediately and without the need for any action by the Board of Trustees, to be an officer if such person ceases for any reason to be an employee of the Corporation.

Section 2. Agents. The Board of Trustees may appoint such agents and appointees as may from time to time be found desirable in the administration of the affairs of the Corporation. The Board of Trustees may delegate the appointment of any of such agents and appointees either to a committee or to the President and CEO as either the Board of Trustees or a duly authorized committee may determine, provided that the person or committee who appointed the agent or appointee shall, in addition to the Board of Trustees, have the authority to remove such agent or appointee.

Section 3. President and Chief Executive Officer. The Chief Executive Officer shall be the President of the Corporation and shall be known as the "President and CEO." The President and CEO shall be an *ex officio* member of the Board of Trustees but shall not have a vote on any matter coming before the Board of Trustees and shall not be counted for purposes of determining the number, and if present, the existence of a quorum. The President and CEO shall also be an *ex officio* member of all Committees constituted by the Board of Trustees, except the Finance & Audit Committee and the Compensation Committee, and an *ex officio* member of all Advisory Committees. On any such Committee or Advisory Committee, the President and CEO shall not have a vote on any matter coming before such Committee and shall not be counted for purposes of determining the number, and if present, the existence of a quorum. The duties of the President and CEO shall include the exercise of general supervision of the affairs of the Corporation and the enforcement of the provisions of the Articles of Incorporation and, in consultation with the Chair, the Regulations, with discretionary power and authority in all instances not otherwise specifically provided for therein. The President and CEO shall ensure that the Trustees are knowledgeable and well informed about the operating and strategic issues confronting the Corporation and shall, from time to time, call to the attention of the Board of Trustees or the appropriate officers such subjects as the President and CEO believes may require official action.

Section 4. Chair. The Chair shall preside at all meetings of the Board of Trustees and the Executive Committee. The Chair shall render strategic advice and consultation pertaining to the affairs of the Corporation to the President and CEO, the Board of Trustees and any Committees or Advisory Committees and shall be the primary liaison between the President and CEO and the Board of Trustees. The Chair shall be an *ex officio* member of all Committees and Advisory Committees. On any such Committee or Advisory Committee, the Chair shall have a vote on any matter coming before such Committee and shall be counted for purposes of determining the number, and if present, the existence of a quorum.

Section 5. Chair-Elect. The Chair-Elect shall serve as second to the Chair. The Chair-Elect shall be an *ex officio* member of all Committees and Advisory Committees. On any such Committee, the Chair-Elect shall have a vote on any matter coming before such Committee and shall each be counted for purposes of determining the number, and if present, the existence of a quorum.

Section 6. Death, Absence, Disability or Resignation of Chair. In the case of the death, absence, disability or resignation of the Chair, unless otherwise specified by the Board of Trustees, the line of leadership succession to the Chair in such event shall be as follows: the Chair-Elect, the Vice Chair (or, in the event there are Vice Chairs, unless otherwise specified by the Board of Trustees, the Vice Chair with the longest service as a Vice Chair), the chair of the Finance & Audit Committee and, finally, the chair of the Nominating & Governance Committee, with such Trustee to assume the powers and duties of the Chair until such absence is terminated or such vacancy is filled.

Section 7. Secretary. The Secretary shall cause notice to be issued to the members of the Board of Trustees of all meetings of the Board of Trustees, and to the respective members of each of the Committees and Advisory Committees of the meetings thereof. Records shall be maintained of the proceedings of the Board of Trustees and each Committee and Advisory Committee thereof. The Secretary shall keep or cause to be kept the archives of the Corporation, including the minutes of the Board of Trustees and each Committee and Advisory Committee thereof.

Section 8. Treasurer. The Treasurer shall receive and safely keep, or cause to be received and safely kept, all money, rights and choses in action belonging to the Corporation and the same shall be distributed under the direction of and to the satisfaction of the Board of Trustees. It shall be the duty of the Treasurer to keep an accurate account of the finances of the Corporation on the books of the Corporation prepared and furnished for that purpose, and all books shall be open for inspection and examination by the Board of Trustees or any committee of the Board of Trustees appointed for that purpose. The Treasurer shall render an account of the financial standing and transactions of the Corporation at the annual meeting of the Board of Trustees and at any other time as the Board of Trustees may require. The Treasurer shall handle the custody, care and investment of any special funds held by the Corporation, which handling and investment of special funds shall be strictly in accordance with (a) the approval of any committee appointed for the purpose by the Executive Committee and (b) of any rules or orders of the Board of Trustees applying to such funds. The Treasurer shall perform all such other and further duties as may be required of him or her by the President and CEO, the Chair, the Chair-Elect or the Board of Trustees. At the expiration of the Treasurer's term of office, all money,

property and rights of the Corporation in the Treasurer's possession or control shall be delivered to the successor in office or to the President and CEO or Chair.

ARTICLE III BOARD OF TRUSTEES COMMITTEES

Section 1. Applicability of Article III. The provisions of this **Article III** shall not apply to any committee, council, circle or other body established by the Board of Trustees unless such committee, council, circle or other body is specifically designated as a Committee of the Board of Trustees in the Board of Trustees resolution creating it.

Section 2. Creation and Delegation. From time to time, the Board of Trustees may constitute a committee or committees, and delegate to any such committee such authority as the Board of Trustees may determine; provided that, except as otherwise provided in these Regulations, the authority delegated to the committee is subject to such limitations as are provided by law and as may be imposed from time to time by the Board of Trustees. The Committees set forth in **Sections 10** through **13** of this **Article III** (which Committees are hereby created) and any other Committee created pursuant to this **Article III** and designated as a "Standing Committee" shall be known as the Standing Committees. The term "Committees" shall mean and include any committee created pursuant to this **Article III** and any Standing Committee. Each Committee shall serve at the pleasure of the Board of Trustees and shall be subject to the control and direction of the Board of Trustees.

Section 3. Ex Officio Members. As set forth in **Article II**, (a) the President and CEO shall be an *ex officio* member of all Committees, except the Finance & Audit Committee and the Compensation Committee, (b) the Chair and Chair-Elect, if any, shall be *ex officio* members of all Committees, and (c) the President and CEO, Chair, Chair-Elect, Vice Chair(s), if any, Treasurer and Secretary shall be *ex officio* members of the Executive Committee. In the event that a person is appointed to a committee and is also an *ex officio* member of such committee or is an *ex officio* member of the committee in two different capacities, such person shall only have one vote and only count for quorum purposes (if present) as one member.

Section 4. Qualification, Appointment and Number of Members. Except as otherwise provided in these Regulations, members of Committees shall be such Trustees as shall be appointed thereto by the Board of Trustees. In addition to Trustees, the Board of Trustees may from time to time appoint Honorary Life Trustees, Affiliate Trustees and any other person or volunteer to any Committee provided that a majority of members of any such Committee shall be Trustees, and any Honorary Life Trustees, Affiliate Trustees or other person or volunteer appointed to such Committee shall not be considered for quorum purposes and shall not have a vote. The Chair shall recommend to the Nominating & Governance Committee candidates to serve as chairs, vice chairs, if any, and members of all Committees. The Nominating & Governance Committee shall consider and recommend to the Board of Trustees candidates to serve as chairs, vice chairs, if any, and members of Committees. Except as otherwise provided in these Regulations, Committees shall have such number of members, but not less than three (3) Trustees, as shall be determined by the Board of Trustees, but if the Board of Trustees fails to do so, then the aggregate of the members elected by the Board of Trustees shall be the number of members.

Section 5. Committee Chair. Unless otherwise determined by the Board of Trustees, from those Trustees designated to serve on a Committee, the Board of Trustees shall appoint a chair of the Committee and may appoint one (1) or more vice-chairs.

Section 6. Meetings. Other than the Executive Committee, Committees shall meet as specified by the Board of Trustees or upon the call of the chair or a vice-chair of the Committee. Meetings of Committees and indications of consent to written actions thereof may be held by means of authorized communications equipment; provided, however, that the chair of a Committee or, in the chair's absence, the person then acting in the capacity as chair of a Committee shall first determine whether authorized communications equipment will be utilized for such meeting and, if such determination is made in the affirmative, the chair shall communicate to the membership of the Committee in advance of the meeting such determination and the access information necessary to permit any member to so participate and vote at the meeting. The chair of the Committee or, in the chair's absence, the person then acting in the capacity as chair, may limit, consistent with any determination made in accordance with the foregoing, the use of authorized communications equipment at any meeting of such Committee.

Section 7. Quorum and Action Without Meeting. The lesser of a majority of or three (3) members of the Committee who are Trustees shall constitute a quorum. Any Committee may act without a meeting upon written consent of all of its Trustee members.

Section 8. Term. Any member of any Committee shall hold office until his or her successor is appointed and has assumed office, subject to such member's prior resignation, removal or death.

Section 9. Authority. An act or authorization of an act by any Committee within the authority delegated to it shall be effective for all purposes as an act or authorization of the Board of Trustees; provided, however, no such act or authorization of an act shall be undertaken unless first approved by an affirmative vote of at least a majority of the quorum of any such Committee who are Trustees.

Section 10. Executive Committee. The Executive Committee shall consist of the Chair, Chair-Elect, if any, Vice Chair(s), if any, Secretary, Treasurer, President and CEO as an *ex officio* member of the Executive Committee, chairs of the Standing Committees, and such other Trustees as may be appointed by the Board of Trustees. The Chair shall be the chair of the Executive Committee and shall preside at all meetings of the Executive Committee. When the Board of Trustees is not in session, the Executive Committee may exercise all of the authority of the Board of Trustees, except as may be limited by law. The Executive Committee shall meet upon the call of the Chair, the Chair-Elect, any Vice Chair, the President and CEO or any two (2) members of the Executive Committee.

Section 11. Nominating & Governance Committee. In addition to the Chair, the Board of Trustees shall appoint annually not less than three (3) other Trustees to serve as a Nominating & Governance Committee. The Nominating & Governance Committee shall be charged with considering and recommending to the Board of Trustees candidates to serve as Chair, Chair-Elect, Vice Chairs, Secretary, Treasurer, Trustees, Affiliate Trustees, Honorary Life Trustees, members of Committees of the Board of Trustees and chairs (except as otherwise provided in

these Regulations) and vice-chairs thereof and representatives to such board of trustees, commissions and organizations as shall require appointment by the Board of Trustees. The Nominating & Governance Committee shall be charged with evaluating the performance of the Chair, Chair-Elect, Vice Chairs, Secretary, Treasurer, Trustees, Honorary Life Trustees and Affiliate Trustees, and orienting any new Chair, Chair-Elect, Vice Chairs, Secretary and Treasurer, as well as new Trustees to their respective duties and responsibilities, and reviewing these Regulations. The Nominating & Governance Committee shall be charged with such other duties and authority as may be determined, from time to time, by the Board of Trustees.

Section 12. Finance & Audit Committee. In addition to the Chair, the Board of Trustees shall appoint annually not less than three (3) other Trustees to serve as a Finance & Audit Committee. The Finance & Audit Committee shall have responsibility for oversight of financial matters and recommendation of policies to the Board of Trustees with respect to the Corporation's financial matters, including the implementation of all financial controls and all other procedures deemed necessary by the Finance & Audit Committee. The Finance & Audit Committee shall review the annual operating and capital budgets and make recommendations to the Board of Trustees for approval. The Finance & Audit Committee shall monitor budget compliance and financial procedures and review monthly financial reports and shall have such other duties and authority as may be determined, from time to time, by the Board of Trustees. With respect to audits, the Finance & Audit Committee shall be charged with oversight of the Corporation's financial reporting, which shall include, but not be limited to: (i) oversight with respect to the systems of internal financial controls, the internal and external financial audit process and the internal controls for monitoring compliance with applicable laws and regulations; (ii) subject to ratification or approval by the Board of Trustees, engagement and retention of the Corporation's outside auditing firm; and (iii) review and recommendation to the Board of Trustees for approval of the annual audited financial statements of the Corporation and the Corporation's Form 990 Report and, if applicable, 990T Report,

Section 13. Compensation Committee. The Compensation Committee shall consist of the Chair, the Chair-Elect, if any, and the chair of the Finance Committee, all of whom shall be members of the Compensation Committee by reason of their office. The Compensation Committee annually shall review and approve the compensation of the President and CEO and shall review and approve the report of the President and CEO of the compensation of those individuals reporting to the President and CEO, and with such other duties and authority as may be determined, from time to time, by the Board of Trustees.

ARTICLE IV ADVISORY COMMITTEES

Section 1. Creation and Delegation. The Chair may create, constitute, dissolve and establish the title, term, purpose of and rules for such committees not appointed by the Board of Trustees ("Advisory Committees") as he or she shall from time to time determine and appoint or remove the chair, one (1) or more vice chairs, and members thereof on such terms as he or she shall determine. After the creation or dissolution of any Advisory Committee or the appointment or removal of any chair, thereof, the Chair shall report such action at the next meeting of the Board of Trustees. At the annual meeting of the Corporation, the Chair shall provide a list of all Advisory Committees and a roster of the chairs, vice-chairs and members thereof. Advisory

Committees are not Committees of the Board of Trustees and shall have such powers to advise, consult and assist in the management of the Corporation as the Chair shall determine.

Section 2. Ex Officio Members. As set forth in **Article II** hereof the Chair, the Chair-Elect and the President and CEO shall be *ex officio* members of all Advisory Committees.

Section 3. Ex Officio Members of the Board of Trustees. Persons serving on any Advisory Committee who are not Trustees may be appointed by the Board of Trustees as *ex officio* members of the Board of Trustees, but they shall not be Trustees, shall not be counted in determining the number or presence of a quorum and shall not have a vote.

Section 4. Number and Qualification. Advisory Committees shall consist of such Trustees and such other persons as may be appointed thereto by the Chair.

Section 5. Meetings. Advisory Committees shall meet in accordance with rules established by the Chair or upon the call of the chair, vice-chair or any two (2) members of such Advisory Committee. Meetings of any Advisory Committee and indications of consent to written actions thereof may be held by means of authorized communications equipment in accordance with the rules, if any, established by the Chair.

Section 6. Quorum and Action Without Meeting. The lesser of a majority or three (3) members of an Advisory Committee shall constitute a quorum. Any Advisory Committee may act upon written consent of all of its members without a meeting.

ARTICLE V OTHER COMMITTEES

Section 1. Purpose, Size and Membership. The Board of Trustees may constitute from time to time such committees, task forces, councils, circles or other bodies as the Board of Trustees shall determine which shall not be considered Committees of the Board of Trustees pursuant to **Article III** or Advisory Committees pursuant to **Article IV**. Any of such committees, task forces, councils, circles or other bodies shall have such purpose, shall be of such size and have such members as the Board of Trustees shall determine. Such members may or may not be Trustees.

Section 2. Ex Officio Members of the Board of Trustees. Persons serving on any such committees, taskforces, councils, circles or other bodies who are not Trustees may be appointed by the Board of Trustees as *ex officio* members of the Board of Trustees, but they shall not be Trustees, shall not be counted in determining the number or presence of a quorum and shall not have a vote.

ARTICLE VI AUTHORIZED COMMUNICATIONS EQUIPMENT

Authorized communications equipment as defined in Section 1702.01(Q) of the Ohio Revised Code shall be permitted for the purpose of giving notice of meetings or any notice required by Chapter 1702 of the Ohio Revised Code, attending and participating in meetings, giving a copy of any document or transmitting any writing required or permitted under Chapter

1702 of the Ohio Revised Code, giving an indication of consent to an action in writing without a meeting of the Board of Trustees or any Committee or Advisory Committee, or voting, all as provided in and subject to the provisions hereof. Without limiting the generality of the foregoing sentence, this **Article VI** shall be deemed and considered to be the requisite authorization of and by the Trustees for purposes of the first sentence of Section 1702.17(C) of the Ohio Revised Code to the extent such Section is applicable to the Corporation.

ARTICLE VII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account, together with minutes of the proceedings of its incorporators, Trustees and committees. All books and records of the Corporation may be examined: (a) by any Trustee or his or her agent or attorney, (b) by any court of law upon lawful order of said court, and (c) as otherwise may be required by law, for any reasonable and proper purpose and at any reasonable time consistent with the applicable provisions of the Ohio Revised Code, but shall not otherwise be available to any other person in order to preserve the confidentiality of information pertaining to the affairs of the Corporation, including, without limitation, the identity of donors and the amount of their contributions to the Corporation.

ARTICLE VIII INDEMNIFICATION AND LIMITATION OF LIABILITY IN DAMAGES

Section 1. Persons Indemnified. The Corporation shall indemnify and shall pay the expenses of the following persons in the manner and to the extent provided under the provisions of Section 1702.12(E) of the Ohio Revised Code as such section may be altered or amended from time to time and to the full extent permitted thereby: any Trustee or former Trustee (with respect to matters occurring while such former Trustee was a Trustee), the President and CEO, the Chair, the Chair-Elect, any Vice Chair, the Treasurer, the Secretary, the Assistant Treasurer, if any, the Assistant Secretary, if any, and any person appointed by the Board of Trustees to serve as an officer of the Corporation or on a Committee of the Board of Trustees; provided, however, that, other than any Trustee or the President and CEO, if during such time as a person is serving as one of the foregoing officers or on such a Committee such person is also an employee of the Corporation, any indemnification of such person under this **Section 1** shall only be permissive in accordance with the second sentence of this **Section 1** or, if applicable, under **Section 2** of this **Article VIII**, and not mandatory. The Corporation may, in its absolute discretion, indemnify, to the fullest extent permitted by law, persons other than those designated above in the discretion of the Board of Trustees; provided, however, that the Board of Trustees, in making determinations with respect to indemnification, shall not be obligated to take into account prior determinations with respect to indemnification by the Corporation.

Section 2. No Limitation. The indemnification provisions contained in **Section 1** of this **Article VIII**, above, shall not be deemed to limit the ability of the Corporation to indemnify any Trustee, officer, agent, volunteer, appointee or employee of the Corporation (or any other person who may be indemnified under Section 1702.12(E) of the Ohio Revised Code) pursuant to any

agreement, any policy of insurance purchased by the Corporation, vote of the Board of Trustees, or otherwise.

Section 3. Insurance. The Corporation may purchase and maintain insurance on behalf of any such person entitled to indemnification in these Regulations against any liability asserted against him or her and incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this **Article VIII** or of Section 1702.12(E) of the Ohio Revised Code.

ARTICLE IX REGULATIONS

Regulations not inconsistent with the Articles of Incorporation may be adopted, amended or repealed at any annual, regular or special meeting by the affirmative vote of a majority of the Board of Trustees present at such meeting, if a quorum is present, provided that the notice of the meeting shall specify that the meeting is being held for the purpose of adopting, amending or repealing the Regulations, as the case may be, and shall contain a copy of the proposal and the Regulation being amended or repealed by the proposal; provided, however, that no provision of this Code of Regulations which specifies that action may be taken only by the vote of more than a majority of the Trustees (a “supermajority”) present at a meeting, shall be amended except by the affirmative vote of the Trustees equal to the same supermajority as is set forth in such provision.