

**CODE OF REGULATIONS
THE MARION COUNTY HISTORICAL SOCIETY**

ARTICLE I — INTRODUCTION

Definition of Regulations

1.01. These Regulations constitute the code of rules promulgated by The Marion County Historical Society (the “Corporation”) for the regulation and management of its affairs. The Corporation was incorporated as an Ohio nonprofit corporation on February 28, 1975.

Purposes and Powers

1.02. This Corporation will have the purposes or powers as stated in the Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of the State of Ohio or any successor legislation.

ARTICLE II — OFFICES AND STATUTORY AGENT

Principal and Branch Offices

2.01. The principal place of business of this Corporation in Ohio is located at 169 East Church St., Marion, Ohio. In addition, the Corporation may maintain other offices whether within or without the State of Ohio as its business requires.

Statutory Agent

2.02. The statutory agent for this Corporation is Brandi Wilson, a resident of Ohio, whose address is 169 East Church Street, Marion, Ohio 43302, or such other person or entity as may be selected from time to time by the Board of Trustees.

ARTICLE III — MEMBERSHIP

Definition of Membership

3.01. The members of this Corporation are those persons having membership rights in accordance with the provisions of these Regulations.

Qualifications of Members

3.02. The members of this Corporation are those persons over the age of eighteen (18) years who provide a written membership notification or renewal to the Secretary for, and who pay or make a commitment to pay a monetary membership contribution of at least Ten Dollars (\$10.00) to the Corporation for, that membership term.

Membership Term

3.03. The term of membership shall be one (1) year. Membership shall terminate at the end of the one year period, and also terminate on any of the following events: (i) receipt by the Board of Trustees of the written resignation of a member, executed by the member or the member's duly authorized attorney-in-fact; (ii) death of a member; (iii) failure to pay during the membership term the monetary contribution agreed to in the membership notification or renewal.

Membership Records

3.04. The Corporation shall maintain books and records of the members of the Corporation, containing the name and address of each member, the amount of the monetary contribution made, the date of admission to membership, the renewal date of membership, and the date of termination of membership.

Assessments

3.05. Memberships will be nonassessable.

Place of Members' Meetings

3.06. Meetings of members will be held at the place stated in the notice of meeting or by the use of authorized communications equipment if so stated in the notice of meeting. All meetings of the membership shall be held within Marion County, Ohio.

Annual Members' Meetings

3.07. The annual meeting of the Members shall be held at such time during the month of December or on such other date as may be designated by the Board of Trustees. The purpose of the annual meeting shall be for the election of Trustees, for the consideration of reports and for such other business as may be properly brought before the meeting.

Special Members' Meetings

3.08. Special meetings may be held at any time upon the call of the Chairman of the Board of Trustees, a majority of the Board of Trustees, or twenty-five (25) Members.

Notice of Members' Meeting

3.09. Notice of members' meetings will be in writing and will state the place, if any, and the time of the meeting, and the means, if any, by which the members can be present and vote at the meeting through the use of authorized communications equipment, and, if it is a special meeting, the purpose for which it is called. Notice will be given to each Member at the direction of the Chairman, the Secretary or the officers or other persons or members calling the meeting, by any of the following methods, or by any combination of the following methods, not less than fourteen (14) nor more than sixty (60) days before the meeting: (i) by United States mail of any class or service designation, postage and fees prepaid addressed to the member's address shown in the Corporation's current list of members, or, in the case of members who are residents of the

same household and who have the same address in the Corporation's current list of members, if addressed or delivered to one of those members at the address appearing on the Corporation's current list of members; (ii) as part of a newsletter, magazine, or other publication regularly sent to members addressed to the member's physical or email address shown in the Corporation's current list of members, or, in the case of members who are residents of the same household and who have the same address in the Corporation's current list of members, if addressed to one of those members at the physical or email address appearing on the Corporation's current list of members; (iii) by one (1) publication in The Marion Star, a newspaper of general circulation within Marion County, Ohio; (iv) by the use of authorized communications equipment. If notice is given by the use of authorized communications equipment, the notice will be deemed to have been given when transmitted. If notice is sent by United States mail, the notice will be deemed to have been given when deposited in the mail. Such notice of each annual or special meeting shall state the time and place, and in the case of a special meeting, the purpose. If any amendment is proposed for the Code of Regulations, such notice shall so state, in general terms, that the Code of Regulations is proposed to be amended, and copies of any proposed amendment shall be made available in the office of the Corporation not less than fourteen (14) days before the meeting.

Voting by Proxy or Authorized Communications Equipment

3.10. A Member may vote in person, by proxy executed in writing by the Member or by the Member's duly authorized attorney-in-fact, or by the use of authorized communications equipment. No proxy will be recognized as valid after one (1) week from the date of its execution unless expressly provided otherwise in the proxy.

Quorum of Members

3.11. The members present in person, by the use of authorized communications equipment, by mail, or, if permitted, by proxy at any meeting of members shall constitute a quorum for the meeting, unless the presence of a larger number of members shall be required by law.

Transferability of Membership

3.12. Membership in the Corporation is nontransferable and nonassignable.

Organization

3.13. All meetings of the members shall be presided over by the Chairman. In the absence of the Chairman, the Vice Chairman shall preside at the meeting. The Secretary shall act as secretary of all meetings, but in the absence or inability of the Secretary to act at the meeting of the membership, the presiding officer may appoint any person present to act as secretary of the meeting.

ARTICLE IV — TRUSTEES

Definition of Board of Trustees

4.01. The powers of the Corporation shall be exercised, its business affairs conducted, and its property managed under the direction of a board of Trustees (which shall be known as the Board of Trustees), except as otherwise provided by the law of the State of Ohio, by the Articles of Incorporation, or by this Code of Regulations.

Qualifications of Trustees

4.02. The qualification for becoming and remaining a Trustee is membership in the Corporation.

Number of Trustees

4.03. The number of Trustees of this Corporation will not be less than 15, or more than 20, at any time, as determined from time to time by the Trustees.

Terms of Trustees

4.04. Trustees will be elected by the Members for a term of three (3) years. Each Trustee will hold office for the term for which the Trustee was elected and until a successor has been elected and qualified. At the time of election, a Trustee must not have served as Trustee for more than six (6) consecutive years, unless at least one (1) year has passed from the end of the Trustee's previous term. If a member is elected to replace another Trustee pursuant to Section 4.07, the newly elected Trustee will serve for the remaining term of the replaced Trustee and is eligible to be re-elected for one additional term of three (3) years.

Resignation of Trustee

4.05. Any Trustee of the Corporation may resign at any time by giving written notice to the Chairman or the Secretary. A resignation shall take effect at the time specified therein, and unless otherwise specified therein, shall become effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation.

Removal of a Trustee

4.06. Any Trustee may be removed, with cause, at any time by the affirmative vote of a majority of Trustees then in office.

Vacancies on the Board

4.07. If there occurs any vacancy on the Board of Trustees, through death, incompetency, resignation or for cause under Section 4.06, then the remaining Trustees, by an affirmative vote of the majority thereof, may (but in its discretion, need not) elect a successor to hold office for the unexpired term of the Trustee.

Location of Meetings

4.08. Meetings of the Board of Trustees will be held at the office of the Corporation unless otherwise stated in the notice of meeting or by the use of authorized communications equipment if so stated in the notice of meeting. All meetings must be held in Marion County, Ohio.

Regular Trustees' Meetings

4.09. Regular meetings of the Board of Trustees shall be established at the first meeting of the Board of Trustees after the annual meeting and notice of the schedule of regular meetings shall be given by the Secretary in writing to each Trustee not present at the meeting at which the schedule of regular meetings for the year was established by the Board of Trustees. No notice of the schedule of regular meetings need be given to any Trustee present at the Board of Trustees meeting at which such regular meeting schedule for the year was established. No other notices of regular meetings of the Board of Trustees need be given.

Notice of Special Trustees' Meetings

4.10. Notice of the place, if any, and time of each meeting will be given to each Trustee either personally, by mail, by overnight delivery service, or by means of authorized electronic equipment, at least two (2) days before the meeting at the direction of the Chairman, or the Secretary, or the Trustees calling the meeting. The notice need not state the business to be transacted at, or the purpose of, the meeting. If notice is given by the use of authorized communications equipment, the notice will be deemed to have been given when transmitted. If notice is sent by United States mail or courier service, the notice will be deemed to have been given when deposited in the mail or with the courier service. Notice of adjournment of a special meeting to a subsequent date need not be given if the time, date and place of the recommencement of the adjourned meeting is announced at the adjourned special meeting.

Call of Special Board Meetings

4.11. A special meeting of the Board of Trustees may be called by the Chairman or any three (3) Trustees.

Waiver of Notice

4.12. Attendance of a Trustee at any meeting of the Board of Trustees will constitute a waiver or notice of that meeting except when the Trustee attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Trustees

4.13. A majority of the whole Board of Trustees will constitute a quorum. The act of a majority of the Trustees present in person, or by the use of authorized communications equipment, at a meeting at which a quorum is present will be the act of the Board of Trustees unless a greater

number is required under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation, or any provision of these Regulations.

Action without a Meeting

4.14. Unless the Articles of Incorporation or the Regulations prohibit the authorization or taking of any action of Trustees without a meeting, any action that may be authorized or taken at a meeting of the Trustees may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the Trustees who would be entitled to notice of a meeting for that purpose. Any such writing shall be filed with or entered upon the records of the Corporation.

Any transmission by authorized communications equipment that contains an affirmative vote or approval of a Trustee is a signed writing for purposes of this section. The date on which that transmission by authorized communications equipment is sent is the date on which the writing is signed.

Compensation

4.15. All Trustees shall serve without compensation except for reimbursement of reasonable expenses actually incurred and approved by a majority of the disinterested Trustees.

Emeritus Trustees

4.16. The Board of Trustees may appoint one or more persons as Emeritus Trustee. The appointment as Emeritus Trustee shall be for life, unless otherwise provided in an appointment by the Board of Trustees. Any Emeritus Trustee shall be entitled to notice, to be present in person, to present matters for consideration and to take part in consideration of any business by the Board of Trustees, but shall not be counted for purposes of a quorum nor for purposes of voting or otherwise in any way for purposes of authorizing any act or transaction to the Board of Trustees.

ARTICLE V – OFFICERS

Roster of Officers

5.01. The officers of this Corporation will consist of the following personnel:

- (1) A Chairman;
- (2) A Vice Chairman;
- (3) A Secretary;
- (4) A Treasurer.

Selection of Officers

5.02. All officers of the Corporation shall be Trustees. Each of the officers of this Corporation will be elected annually by the Board of Trustees. Each officer will remain in office until a successor to the office has been selected and qualified. Elections will be held at a meeting

of the Board of Trustees next after the annual meeting, which may take place on the same day as and immediately following the annual meeting.

Multiple Officeholders

5.03. In any election of officers, the Board of Trustees may elect and appoint a single person to more than one office simultaneously, except that the offices of Chairman and Secretary must be held by separate individuals.

Chairman

5.04. The Chairman shall:

- (a) be the chief executive officer of the Board of Trustees and shall call and preside at all meetings of the Members and the Board of Trustees, and shall act as Chairman of the Operating Committee; and
- (b) have such other authorities and duties as are delegated by the Code of Regulations or as may be delegated from time to time by the Board of Trustees.

Vice Chairman

5.05. The Vice Chairman shall:

- (a) in the absence of the Chairman, perform the duties of the Chairman and while so acting, the Vice Chairman shall have all powers and authority of, and shall be subject to the restrictions upon, the Chairman; and
- (b) have such other authorities and duties as are delegated by the Chairman or as may be delegated from time to time by the Board of Trustees.

Secretary

5.06. The Secretary shall:

- (a) take minutes of all meetings of the Members and of the Board of Trustees and shall be custodian of all records and reports of the Corporation and the Board of Trustees.
- (b) have such other authorities and duties as are delegated by the Chairman or as may be delegated from time to time by the Board of Trustees.

Treasurer

5.07. The Treasurer shall:

- (a) have supervision of all funds of the Corporation.

- (b) have such other authorities and duties as are delegated by the Chairman or as may be delegated from time to time by the Board of Trustees.

Removal of Officers

5.09. Any officers elected or appointed to office may be removed by a majority vote of the persons authorized under these Regulations to elect or appoint officers whenever in their judgment the best interests of this Corporation will be served.

Vacancy

5.10. If the office of an officer shall become vacant by reason of death, incompetency, resignation or other cause deemed sufficient by a majority of the disinterested Trustees, the Trustees by the affirmative vote of a majority of the Board of Trustees, may elect a successor to hold the office for the unexpired term in respect to which such vacancy occurred or was created.

Officer Term Limits

5.11 In addition to satisfying the requirements of Article IV, the Chairman and Vice Chairman shall serve for no more than three (3) consecutive one-year terms, and the Secretary and Treasurer shall have no restriction on the number of terms for which the office is held.

ARTICLE VI — INFORMAL ACTION

Waiver of Notice

6.01. Whenever any notice whatever is required to be given under the provisions of the Ohio Nonprofit Corporation Law, the Articles of Incorporation of this Corporation, or these Regulations, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted. A transmission by authorized communications equipment that contains a waiver in writing for purposes of this Section.

Action by Consent

6.02. Any action required by law or under the Articles of Incorporation of this Corporation or these Regulations, or any action that otherwise may be taken at a meeting of either the Members or Board of Trustees, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the persons entitled to vote with regard to the subject matter of the consent, or all Trustees in office, and filed with the Secretary of the Corporation. Any transmission by authorized communications equipment that contains an affirmative vote or approval of a member is a signed writing for purposes of giving written consent without a meeting. The date on which that transmission is sent is the date on which the writing is signed.

ARTICLE VII — COMMITTEES

Executive Committees

7.01. This Corporation may have committees, each of which will consist of one or more Trustees. Each Executive Committee will have and exercise some prescribed authority of the Board of Trustees in the management of this Corporation, and shall be subject to the control and direction of the Board. No Committee will have the authority of the Board in reference to affecting any of the following:

- (1) Submission to Members of any action requiring approval of Members under the Nonprofit Corporation Law.
- (2) Filling of vacancies in the Board.
- (3) Adoption, amendment, or repeal of Regulations.
- (4) Amendment or repeal of any resolution of the Board.
- (5) Action on matters committed by Regulations or resolution of the Board to another Committee of the Board.

Appointment of Committees

7.02. The Board of Trustees, by resolution duly adopted by a majority of the Trustees in office, may designate and appoint one or more Executive Committees and delegate to these Committees the specific and prescribed authority of the Board of Trustees to exercise in the management of this Corporation. However, the creation of Executive Committees will not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed by law.

Required Committees

7.03. The following Executive Committees will always operate as part of the corporate management and with the following specific and prescribed authority of the Board to exercise in the management of this Corporation. The particular Trustees to be serving on the Committee are to be designated and appointed by the Board of Trustees in a resolution at a meeting of the Board of Trustees next after the annual meeting, which may take place on the same day as and immediately following the annual meeting. Such resolution may otherwise add to the scope of the Committee's authority, if legally permissible, but not subtract from it:

(1) Operating Committee, which will act for the Board of Trustees in the day-to-day management of this Corporation in the absence of action by the Board, where legally permissible; provided, however, that the Operating Committee shall not be authorized to take any of the following actions:

- (i) A material change in the scope of services provided by the Corporation;
- (ii) Election of the Operating Committee;
- (iii) Dissolution of the Corporation;
- (iv) Sale of assets of the Corporation in excess of \$10,000.
- (v) Approval of cumulative long and short-term debt in excess of \$10,000.00 of outstanding debt at any given time.

The establishment of the Operating Committee and the delegation thereto of such authority shall not operate to relieve the Board of Trustees or any individual Trustee of a responsibility imposed by law, consistent with Ohio Revised Code sections 1702.30 and 1702.33.

The Chairman and Treasurer, together with three additional Trustees, shall serve on the Operating Committee.

(2) Audit, Compliance and Executive Compensation Committee, which will set compensation of the employed executives of the Corporation; and assist the Board in the Board's oversight responsibilities relating to the integrity of the Corporation's financial statements, financial reporting process, and systems of internal accounting and financial controls; the qualifications, independence, and performance of any independent auditor and the performance of the Corporation's internal audits; and the Corporation's legal and regulatory compliance;

(3) Strategy and Quality, which will be responsible for the periodic review of the nonprofit mission of the Corporation, including the identification of measures for successful fulfillment of the mission, monitoring achievement and reporting to the community; and for the periodic review of the Corporation's strategic plan, including (in agreement with the Operating Committee), adopting a strategic planning process, recommending changes to the strategic plan to the Board, monitoring achievements under the Plan, and reporting to the community; volunteer satisfaction; and patron satisfaction.

(4) Nominations and Corporate Governance, which will be responsible for selection of candidates for nomination to the Board of Trustees, recommendation of revisions to the Code of Regulations, and recommendations of changes to the policies of the Board and the Corporation.

Selection of Committee Members

7.04. The Board of Trustees shall select the membership of each Executive Committee, after consideration of the recommendation made by the Nominations and Corporate Governance Committee.

Term

7.05. Unless otherwise specified by the Board of Trustees, appointment to a committee shall be for a period of one (1) year. Members of the Operating Committee shall be appointed to terms coincident with their then-current terms as Trustees. Such terms shall generally be three (3) years, but may be shorter if elected to the Operating Committee any time other than the start of a term as Trustee. The terms of Operating Committee members shall be determined at the time of appointment by the Board of Trustees, and shall be staggered so that the terms of such members expire on dates that, in the discretion of the Board, provide continuity of governance."

Committee Chairman

7.06. Unless otherwise specified, the Chairman of each committee shall be appointed by the Chairman of the Board of Trustees.

Schedule of Meetings

7.07. The Board shall annually determine the meeting schedule, place and time for all Committees, and no further notice of such meetings shall be required.

Electronic Committee Meeting

7.09. Any meeting of any Executive Committee may be held through any electronic communication pursuant to which each Trustee is able to hear each other Trustee participating in the meeting or in any other manner permitted under the laws of the State of Ohio and such participation shall constitute attendance at such meeting.

Action without a Committee Meeting

7.10. Any action that may be authorized or taken at a meeting of any Committee may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the Committee members. Any such writing shall be filed with or entered upon the records of the Corporation.

Any transmission by authorized communications equipment that contains an affirmative vote or approval of a Trustee is a signed writing for purposes of this section. The date on which that transmission by authorized communications equipment is sent is the date on which the writing is signed.

Ratification of Decisions by Executive Committees

7.11. Each Executive Committee has authority to act on behalf of the Board, in the absence of action by the Board, subject to the limitations of law and of this Code of Regulations. However, each Executive Committee shall report in writing to the Board at the next Board meeting and submit such report and the actions taken to ratification by the full Board. Nothing in the paragraph shall limit the authority of each such Committee to act, and for its decisions to be effective, prior to report and ratification by the Board.

ARTICLE VIII - PROCEDURAL RULES

Robert's Rules

8.01. All meetings of the membership and of the Board of Trustees shall be governed procedurally by Robert's Rules of Order, Revised Edition, unless otherwise provided in this Code of Regulations.

Consent Agenda

8.02. The Board shall have authority to use a consent agenda; provided, however, that any Trustee shall have the power and authority to remove any item from the consent agenda for further discussion and separate decision.

ARTICLE IX – CONFLICTS OF INTEREST

General Policy

9.01. Recognizing that members of the Board of Trustees and officers of the Corporation have a duty of loyalty and fidelity to the Corporation, and that they must govern the Corporation's affairs honestly and economically exercising their best care, skill and judgment for the benefit of the Corporation, to avoid even the appearance of impropriety, members of the Board of Trustees and officers of the Corporation shall:

- (a) disclose to the Board of Trustees any situation wherein the member of the Board of Trustees or officer of the Corporation has a conflicting interest or duality of interest that could possibly cause that person to act in other than the best interest of the Corporation; and,
- (b) follow the procedures stated in Section 9.02 and any policy adopted by the Board of Trustees governing the participation on behalf of the Corporation in any transaction in which the person has, or may have, a conflict of interest.

Procedures

9.02. Any member of the Board of Trustees having a known duality of interest or possible conflict of interest on any matter shall make disclosure of such conflict to the other Trustees. Such member shall not vote or use his or her personal influence on the matter, but such member may be counted in determining the quorum for the meeting. The minutes of the meeting should reflect the making of the disclosure, the abstention from voting, and the quorum situation.

Any officer of the Corporation having a duality of interest or possible conflict of interest on any matter before such officer for administrative action shall report such conflict to the Chairman or, in the case of the Chairman, to any other officer, and shall abstain from taking any administrative action on such matter.

Any Trustee who believes that another Trustee or officer of the Corporation has a conflict of interest with regard to any matter shall have the right to raise the question with the Chairman or before the Board as a whole. The decision on whether a conflict of interest in fact exists shall be left to the Chair of the Board, or, if the conflict belongs to the Chair, then to the Board as a whole. The Chair may, at his discretion, refer the matter to the entire Board of Trustees for a decision. Any Trustee who questions the determination of the Chair regarding a conflict of interest may request an opinion on the issue from legal counsel.

The foregoing requirements shall not be construed as preventing any member of the Board of Trustees or officer of the Corporation from briefly stating his or her position in the matter, nor from answering pertinent questions of the Board of Trustees or officers of the Corporation, consistent with the policies adopted by the Board of Trustees.

ARTICLE X – INDEMNIFICATION AND INSURANCE

Indemnification

10.01. To the fullest extent not prohibited by applicable law, the Corporation shall indemnify each person who, by reason of being or having been a Trustee or officer of the Corporation, is named or otherwise becomes or is threatened to be made a party to any action, suit, investigation or proceeding (or claim or other matter therein), and the Corporation by the Board of Trustees may indemnify any other person as deemed proper by the Board of Trustees, against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being or at any time having been a Trustee, officer, employee, or other agent of or in a similar capacity with the Corporation, or by reason of being or at any time having been, at the direction or request of the Corporation, a Trustee, trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan.

Each request or case of or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a Trustee or officer of the Corporation shall be reviewed by the Board of Trustees that indemnification is proper in the specific case, and notwithstanding anything to the contrary in this Code of Regulations, no person shall be indemnified to the extent, if any, it is determined by the Board of Trustees or by written opinion of legal counsel designated by the Board of Trustees for such purpose that indemnification is contrary to applicable law.

Insurance

10.02. The Corporation may, as the Board of Trustees may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Trustee, officer, employee or other agent of or in a similar capacity with the Corporation, or who is or at any time has been, at the direction or request of the Corporation, a Trustee, trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan, against any liability asserted against and incurred by such person.

ARTICLE XI — AMENDMENTS

This Code of Regulations may be adopted, amended, or repealed by the vote of a majority of the members of this Corporation present at any duly called and constituted meeting of the members. All amendments or repealed sections of this Code of Regulations shall take effect immediately upon adoption by the Members unless otherwise specified in the resolution adopted by the members.

ARTICLE XII — OPERATIONS

Use of Authorized Communications Equipment

12.01. Authorized communications equipment may be used for the purpose of giving notice of meetings or any notice required by the Nonprofit Corporation Law, the articles of incorporation of this corporation, or any provision of these regulations; attending and participating in meetings; giving a copy of any document or transmitting any writing required or permitted by the Nonprofit Corporation Law, the articles of incorporation of this corporation, or any provision of these regulations, or voting. "Authorized communications equipment" is equipment that provides a transmission, including by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or Trustee involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

Fiscal Year

12.02. The fiscal year of this corporation will be the calendar year.

Execution of Documents

12.03. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the officer or officers listed in the resolutions of the Board of Trustees certified by the Secretary authorizing their execution. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the officer or officers listed in the resolutions of the Board of Trustees certified by the Secretary authorizing their execution.

Nonprofit Operations

12.04. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its members, Trustees, or officers.

Adopted by the affirmative vote of a majority of the voting Members on
_____, 2018.