

CODE OF REGULATIONS
OF
FRIENDS OF CROWELL/HILAKA, INC.
An Ohio Nonprofit Corporation

ARTICLE I
INTRODUCTION

Section 1. Definition of Regulations. These regulations constitute the code of rules adopted by Friends of Crowell/Hilaka, Inc. for the regulation and management of its affairs.

Section 2. Purposes and Powers. This Corporation will have the purposes or powers as stated in its 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. The primary purpose of this Corporation is to donate funds received at fund raising events and from various donors outside of fundraising events to a qualified 501(c) (3) organization that owns and provides the use of the camp currently known as "Camp Crowell/Hilaka" to Girl Scouts and/or other approved individuals or groups. Not less than seventy-five percent (75%) of the net proceeds of the funds raised shall be donated to this/these organization(s) specifically for the operations, programming, maintenance and improvement of Camp Crowell/Hilaka and any structures thereon to ensure its continued use as a Girl Scout camp.

ARTICLE II
OFFICES AND STATUTORY AGENT

Section 1. Principal and Branch Offices. The principal place of business of this Corporation in Ohio will be located at 100 Wandle Avenue, Bedford, Ohio 44146. In addition, the Corporation may maintain other offices either within or without the State of Ohio as its business requires.

Section 2. Statutory Agent. The statutory agent for this corporation is Lynn S. Richardson, a resident of Ohio, whose address is 100 Avenue, Bedford, Ohio 44146.

ARTICLE III
MEMBERSHIP

Section 1. Definition of Membership. The Members of this Corporation are those persons having membership rights in accordance with the provisions of these Regulations.

Section 2. Class of Members. This Corporation will have two classes of members : Voting and Non-voting.

The term "Member" refers to all members, voting and non-voting.

The term "Voting Member" refers to all members who have voting rights.
The term "Non-Voting Member" refers to all members who do not have voting rights.

Section 3. Voting rights

Those members who are at least twelve years of age and who have paid dues for the current year are entitled to vote and are eligible to run for membership on the board of directors.

Section 4. Members' Dues. The annual dues, if any, payable to the Corporation by Members will be in the amount(s) determined from time to time by resolution of the Board of Directors.

Section 5. Assessments. Memberships will be non-assessable.

Section 6. Place of Members' Meetings. Meetings of Members will be held at a location to be designated by notice of such meetings.

Section 7. Annual Members' Meetings. The annual meeting of the Members will be held shall be held at such time within six (6) months after the close of the fiscal year of the Corporation, at such location as the Board of Directors may determine and at a time and date to be designated by the Board of Directors.

Section 8. Special Members' Meetings. Special meetings of the Members may be called by any of the following:

- (1) The Chairman of the Board of Directors;
- (2) The Board of Directors;
- (3) The President;
- (4) No less than thirty-three percent (33%) of the Members.

Section 9. Notice of Members' Meetings. Written or printed notice, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than ten or more than sixty (60) days before the date of the members' meeting, either personally, via electronic mail, or by first class mail at the direction of the President, the Secretary, or the officers or other persons or Members calling the meeting, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears on the records of the Corporation, with postage prepaid. If mailed electronically, the transmission of the notice must request a 'read receipt' and the notice will be deemed to be delivered when a 'read receipt' is received by the sender.

Section 10. Voting Rights of Members. Each voting member will be entitled to one vote on each matter submitted to a vote of Members.

Section 11. Cumulative Voting Rights. In all elections for directors each Member entitled to vote will have the right to cumulate the vote and to give one candidate a number of votes equal to the vote multiplied by the number of directors to be elected, or to distribute the multiple votes on the same principal among as many candidates as the Member may think fit.

Section 12. Members' Proxy Voting. A Member may vote either in person or by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy will be recognized as valid after eleven months from the date of its execution unless expressly provided otherwise in the proxy.

Section 13. Quorum of Members.

Section 14. Transferability of Membership. Membership in this Corporation is nontransferable and non-assignable. Any transfer in violation of this Regulation will not be valid or recognized by this Corporation.

ARTICLE IV DIRECTORS

Section 1. Board of Directors. The number of Directors of the Corporation shall be such number, not less than 12 nor more than 30 as shall be provided from time to time by the Board of Directors, provided that the initial number of Directors shall be determined by the vote of a majority of the Members in the first meeting of the Members, and further provided that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director, and provided further that no action shall be taken to decrease or increase the number of Directors from time to time unless at least two-thirds of the Directors then in office shall concur in said action. Vacancies in the Board of Directors and newly created Directorships shall be filled by a vote of two-thirds of the Directors then in office, whether or not a quorum, and any Director so chosen shall hold office for a term expiring at the annual meeting of Members at which the term of the class to which the Director has been chosen expires and when the Director's successor is elected and qualified.

Section 2. Structure of Board. The Board of Directors of this Corporation shall be divided into three classes, which shall be designated Class I, Class II and Class III. Such classes shall consist of no fewer than two members each. The members of each class shall be elected for a term of three years, and until their successors are elected and qualified.

Section 3. Terms of Directors. Directors shall be divided into classes first by volunteer, and then by drawing lots until all are classified. The terms of the first Class I directors shall expire first although they have not held office a full three years. The following year, the term of the Class II directors will expire in likewise manner.

Thereafter, at each succeeding annual meeting, Directors of each class shall be elected for three-year terms. Notwithstanding the foregoing, the Director whose term shall expire at any annual meeting shall continue to serve until such time as his successor shall have been duly elected and shall have qualified unless his position on the Board of Directors shall have been abolished by action taken to reduce the size of the Board of Directors prior to said meeting.

Section 4. Change in Number of Directors. Should the number of Directors be reduced, the directorship(s) eliminated shall be allocated among classes as appropriate so that the number of Directors in each class is as specified above. The Board of Directors shall designate, by the name of the incumbent(s), the position(s) to be abolished. Notwithstanding the foregoing, no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Should the number of Directors be increased, the additional Directorships shall be allocated among classes as appropriate so that the number of Directors in each class is as specified above.

Section 5. Vacancies on Board. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors will be filled by a new Director chosen by a majority of the remaining Board of Directors and the new Director will serve for the unexpired term of the predecessor in office.

Section 6. Location of Directors' Meetings. Meetings of the Board of Directors, regular or special, will be held at such location as is designated in the notice of such meeting.

Section 7. Regular Directors' Meetings. Regular meetings of the Board of Directors will be held no less frequently than quarterly on a date set by the Chairman of the Board of Directors.

Section 8. Notice of Special Directors' Meetings. Written or printed notice, stating the place, day and hour of any special meeting of the Board of Directors will be delivered to each Director not less than three (3) or more than ten (10) days before the date of the meeting, either personally, via electronic mail, or by first class mail, by or at the direction of the Chairman of the Board of Directors, the President, the Secretary, or the Directors calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail by registered or certified mail addressed to the Director at the Director's address as it appears on the records of the Corporation, with postage prepaid. If mailed electronically, the transmission of the notice must request a 'read receipt' and the notice will be deemed to be delivered when a 'read receipt' is received by the sender. The notice need not state the business to be transacted at, or the purpose of, the meeting.

Section 9. Call of Special Board Meetings. A special meeting of the Board of Directors may be called by either:

- (1) The Chairman of the Board of Directors;
- (2) The President;
- (3) A majority of the Board of Directors.

Section 10. Waiver of Notice.

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director 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.

Section 11. Quorum of Directors. A majority of the whole Board of Directors will constitute a quorum, provided that in no event will a quorum consist of less than one-third of the whole Board. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation of this Corporation, or any provision of these Regulations.

ARTICLE V
OFFICERS

Section 1. Roster of Officers. The Officers of this Corporation will consist of the following personnel:

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

Section 2. Selection of Officers. Each of the Officers of this Corporation will be elected and appointed annually by the Board of Directors. Each Officer will remain in office until a successor to the office has been selected and qualified. Elections will be held at the regular meeting of the Board of Directors.

Section 3. President. The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office and any other duties that may be required by these Regulations or prescribed by the Board of Directors.

Section 4. Vice President. The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform any other duties that may be prescribed by the Board of Directors.

Section 5. Secretary. The Secretary will keep minutes of all meetings of Members and of the Board of Directors, be the custodian of the corporate records, give

all notices as are required by law or by these Regulations, and, generally, perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these Regulations, or that may be assigned by the Board of Directors.

Section 6. Treasurer. The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accountings to the Directors and to the Members as required by the Board of Directors or by Members or by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these Regulations, or that may be assigned by the Board of Directors.

Section 7. Removal of Officers. Any Officer elected or appointed to office may be removed by the persons authorized under these Regulations to elect or appoint Officers whenever in their judgment the best interests of this Corporation will be served. However, any removal will be without prejudice to any contract rights of the Officer so removed.

ARTICLE VI INFORMAL ACTION

Section 1. Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the Chapter 1702, Ohio Revised Code, 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.

Section 2. Action by Consent. 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 Directors, 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 Directors in office, and filed with the Secretary of the Corporation.

ARTICLE VII COMMITTEES

Section 1. Definition of Executive Committees. This Corporation may have certain Committees, each of which will consist of one or more Directors. Each Executive Committee will have and exercise some prescribed authority of the Board of Directors in the management of this corporation. However, 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 Chapter 1702, Ohio Revised Code.
- (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.

Section 2. Appointment of Committees. The Board of Directors, by resolution duly adopted by a majority of the Directors 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 Directors to exercise in the management of this Corporation. However, the creation of Executive Committees will not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Section 3. Executive Committee. An Executive Committee will act for the Board of Directors in the day-to-day management of this Corporation in the absence of action by the Board, where legally permissible.

Section 4. Functionary Committees. In addition, the Board of Directors, by resolution may designate and appoint certain Functionary Committees designed to transact certain ministerial business of the corporation or to advise the Board of Directors. These Committees will be chaired by an Officer or Director as designated by the Board. The Chairperson will proceed to select the remaining members of the Committee up to the number set by the Board or terminate the memberships or appoint successors in the Chairperson's discretion. The Board may terminate any Committee by resolution.

ARTICLE VIII OPERATIONS

Section 1. Fiscal Year. This fiscal year of this corporation will be the calendar year.

Section 2. Execution of Documents. 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 Treasurer and countersigned by the President. Contracts, lease, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the President, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

Section 3. Books and Records. This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and Executive Committees. The Corporation will keep

at its registered office/principal place of business a membership register giving the names, addresses, and other details of the membership of each member, and the original or a copy of its Regulations including amendments to date certified by the Secretary of the Corporation.

Section 4. Inspection of Books and Records. All books and records of this Corporation may be inspected by any Member, or the Member's agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection.

Section 5. Nonprofit Operations. 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, Directors, or Officers. However, the Corporation may pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

Section 6. Loans to Management. This Corporation will make no loans to any of its Officers or Directors.

ARTICLE IX AMENDMENTS

Section 1. Modification of Regulations. The power to alter, amend, or repeal these Regulations, or to adopt new Regulations, to the extent allowed by law, is vested in the voting members. These Regulations may be altered, amended, or repealed, by the voting members at a meeting held for that purpose, by the affirmative vote of a majority of the voting members present, if a quorum is present.

Section 2. Adoption of Regulations. Adopted by the Incorporators July , 2009, at Bedford, Ohio.