

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

ARTICLE I
INTRODUCTION

Section 1. These regulations constitute the code of rules adopted by Friends of Crowell Hilaka, Inc. (also known as FoCH)

Section 2. The purpose of the corporation is to ensure that the property known as Crowell Hilaka becomes an ecological, recreational, historic, and educational resource for the public.

ARTICLE II
OFFICES AND STATUTORY AGENT

Section 1. 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. The statutory agent for this corporation is Lynn S. Richardson, a resident of Ohio, whose address is 100 Wandle Avenue, Bedford, Ohio 44146.

ARTICLE III
MEMBERSHIP

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

Section 2. This corporation will have one class of members that is designated as “members”. Members shall be at least 12 years of age, have paid dues for the current year, are entitled to vote. Members must be at least 18 years of age to be on the Board of Directors.

Section 3. The annual dues will be in the amount determined from time to time by resolution of the Board of Directors.

Section 4. Meetings of Members will be held at a location to be designated by notice of such meetings.

Section 5. 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 6. Special meetings of the Members may be called by any of the following:

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

Section 7. 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 8. Each voting member will be entitled to one vote on each matter submitted to a vote of Members.

Section 9. 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 10. Quorum shall be the number of voting members present, provided a majority of the directors are in attendance or represented.

Section 11. 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. The corporation shall have **nine** [was 5 – 15] directors. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 2. The Board of Directors of this Corporation shall be divided into three groups, which shall be designated Group I, Group II and Group III. Such groups shall consist of no fewer than one member each. The members of each group shall be elected for a term of three years, and until their successors are elected and qualified.

Section 3. Should the number of Directors be reduced, the directorship(s) eliminated shall be allocated among groups as appropriate so that the number of Directors in each group 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 4. 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. The new Director will serve for the unexpired term of the predecessor in office.

[Text removed from section 1: 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 5. 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 6. Regular meetings of the Board of Directors will be held no less frequently than quarterly on a date set by the **President of FoCH** [Chairman of the Board of Directors].

Section 7. 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 8. A special meeting of the Board of Directors may be called by either:

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

Section 9.

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 10. 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.~~ [If the quorum is a majority, it is impossible for the quorum to consist of less than one third of the 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.

Section 11. No director shall have more than two unexcused absences from properly called board meetings within a year's time.

ARTICLE V OFFICERS

Section 1. 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: Each of the officers of this corporation will be elected by a majority of the members of the current Board of Directors and Advisory Board at a meeting at which a quorum of the Board of Directors is present. The officers will serve for a term of one year.

[Former Section 2: Each of the officers of this corporation will be elected by the membership from among board members for a three year term . The position of secretary will be elected in Group I years (every third year starting from 2009) . The positions of President and Vice-president will be elected in Group II years (every third year starting from 2010) . The position of treasurer will be elected in Group III years (every third year starting from 2011) . Officers may be elected from any Group of board member. Officers shall serve their term of office even if their term as board member would otherwise have expired.]

Section 3. 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. 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. 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. 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. 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.

Section 8 In the event that an officer resigns or is otherwise unable to continue to serve, the Board of Directors shall appoint a replacement to serve until the next general membership meeting. At that meeting, the members shall vote to confirm the appointment, a majority being necessary for confirmation. If the appointment is confirmed, the appointee shall serve until the next annual meeting of the corporation. At the annual meeting, an election will be held for the office, to select a person to hold the office until the next regularly scheduled election for that office.

ARTICLE VI ADVISORY BOARD

Section 1. The Advisory Board shall consist of interested members of FoCH for the purpose of advising the Board of Directors about any topic under discussion. Members of the Advisory Board will be welcome to attend any meeting of the Board of Directors or committee thereof, except for those meetings declared to be Executive Session.

Section 2. Membership in the Advisory Board shall be by invitation from a majority of the Board of Directors. There shall be no limit on the number of members in the Advisory Board.

Section 3. Except as provided elsewhere in this document, members of the Advisory Board shall have no voting right on issues on which the Board of Directors votes.

ARTICLE VI INFORMAL ACTION

[From this point forward, articles will need to be renumbered.]

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

Section 2. 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. 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 maintain a membership roster 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. 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. 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. This Corporation will make no loans to any of its Officers or Directors.

Section 7 In the event that the corporation dissolves, any remaining funds, property, and records of the corporation shall become the property of Richfield Historical Society of Richfield, Ohio

ARTICLE IX
AMENDMENTS

Section 1. 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. Adopted by the Incorporators July , 2009, at Bedford, Ohio.

Amended February 2010

Amended June 2013

Amended April 2014
Revised June 2014
Amended February 2015
Amended October 2015