

## **SECOND AMENDED AND RESTATED**

### **CODE OF REGULATIONS**

#### **OF**

### **THE OPRA FOUNDATION**

#### **ARTICLE I**

##### *The Corporation*

Section 1.01. Organizational Structure. The OPRA Foundation (the "Corporation") is a nonprofit corporation organized and existing under the Ohio Nonprofit Corporation Law.

Section 1.02. Tax Status and Purposes. In accordance with the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, the Corporation is organized and shall be operated exclusively for the purposes set forth in the Articles of Incorporation.

#### **ARTICLE II**

##### *Directors*

Section 2.01. Power and Authority of Directors. Except as otherwise provided by law, the Articles of Incorporation or these Regulations, all of the authority of the Corporation shall be exercised by its Board of Directors. The Directors serving hereunder shall have the power, authority and responsibilities provided for directors under the Ohio Nonprofit Corporation Law. The Directors shall be, for purposes of any statute or rule of law relating to corporations, the members of the Corporation, and the Directors shall have all rights and privileges of members.

Section 2.02. Composition of Board and Terms of Directors. The voting members of the Board of Directors of The Ohio Provider Resource Association (the "Association"), an Ohio nonprofit corporation, shall serve as the Board of Directors of the Corporation. Directors of the Corporation shall serve for terms that are consistent with their terms as Directors of the Association.

Section 2.03. Resignation and Removal of Directors. Any Director, by notice in writing to the Board of Directors, may resign at any time. Any Director may be removed from office with or without cause by a two-thirds (2/3) majority vote of the Board of Directors of the Association. The remaining term of any Director who resigns or is removed from the Board may be filled by the Board of Directors of the Association.

Section 2.04. Quorum and Voting. A majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Directors. Except as otherwise provided in the Articles of Incorporation or these Regulations, each Director then in office shall

have one (1) vote, and the vote of a majority of the Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors.

Section 2.05. Meetings of Directors. Regular meetings of the Board of Directors shall be organized and held in conjunction with, but separate from, the regular meetings of the Board of Directors of the Association. Special meetings of the Board of Directors may be called by the Chair or by any four (4) Directors.

Section 2.06. Notice of Meetings of Directors. Notice of the place, date and time of each regular or special meeting of the Board of Directors shall be given to each Director in a manner and form that is consistent with the notice provisions and requirements for meetings of the Board of Directors of the Association. The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting, other than to protest the lack of proper notice at or prior to such meeting, and may be waived, in writing, by any Director either before, at or after such meeting.

Section 2.07. Attendance and Participation at Meetings. Directors may attend and participate in any meeting of the Board of Directors through any communications equipment that provides a transmission, including, but not limited to, 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 Director involved and allows all persons participating in the meeting to contemporaneously communicate with each other.

Section 2.08. Action Without Meeting. Any action which might be taken at any meeting of the Board of Directors may be taken without such meeting by a writing or writings signed by all of the members of the Board. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary and inserted in the permanent records relating to meetings of the Board of Directors.

### ARTICLE III

#### Committees

Section 3.01. Committees. The Board of Directors may from time to time create committees of the Board consisting of not less than three (3) Directors and appoint the members thereof. The Chair may appoint advisory committees consisting of Directors and/or persons who are not Directors provided that at least one (1) Director shall be a member of each such advisory committee. The Board of Directors may prescribe or limit the powers and duties of any committee of the Board or any advisory committee.

Section 3.02. Committee Limitations. Each committee shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Board or in making reports to the Board, and shall be subject to the control and direction of the Board. No committee shall have the authority to: (a) approve any action for which the approval of the Board of Directors is required by the Ohio Nonprofit Corporation Law; (b) establish committees of the Board of

Directors or appoint members thereof; or (c) fill vacancies on the Board of Directors or any committee.

Section 3.03. Committee Actions and Meetings. Each committee of the Board of Directors shall have the power to make rules and regulations for the conduct of its business; *provided* that a majority of the members thereof shall be required to constitute a quorum for the transaction of business at any meeting. Each committee shall act by a majority vote of its members present at a meeting at which a quorum is present, or by a writing or writings signed by all of its members. Committee members may attend and participate in any meeting through any communications equipment that provides a transmission, including, but not limited to, 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 committee member involved and allows all persons participating in the meeting to contemporaneously communicate with each other.. Any writing or writings evidencing an action taken without a meeting shall be filed with the Chair of such committee and inserted in the permanent records relating to meetings of the committee.

## ARTICLE IV

### Officers

Section 4.01. Designated Officers. The officers of the Association shall serve as the officers of the Corporation. Officers of the Corporation shall serve for terms that are consistent with their terms as Officers of the Association.

Section 4.02. Chair. The Chair shall preside at all meetings of the Board and shall, subject to the direction of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation. The Chair shall have the general powers and duties usually vested in the chief executive officer of a nonprofit corporation under Ohio law. The Chair shall have such other powers and duties as may be established from time to time by the Board of Directors or these Regulations.

Section 4.03. Vice Chair. The Vice Chair shall, in the absence or disability of the Chair, perform all duties of the Chair, and shall have such other powers and duties as may be established from time to time by the Board of Directors or by the Chair with the consent of the Board.

Section 4.04. Immediate Past Chair. The Immediate Past Chair shall provide support and guidance to the Chair and shall have such other powers and duties as may be established from time to time by the Board of Directors or by the Chair with the consent of the Board.

Section 4.05. Secretary. The Secretary shall keep the minutes of the proceedings of the Board, shall be the custodian of all books, records, papers and property of the Corporation, and shall have such other powers and duties as may be established from time to time by the Board of Directors or by the Chair with the consent of the Board.

Section 4.06. Treasurer. The Treasurer shall be the chief financial officer of the Corporation, and shall have such other powers and duties as may be established from time to time by the Board of Directors or by the Chair with the consent of the Board.

## ARTICLE V

### Indemnification and Insurance

Section 5.01. Mandatory Indemnification. The Corporation shall indemnify any officer or Director of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action threatened or instituted by or in the right of the Corporation), by reason of the fact that he or she is or was a Director, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. A person claiming indemnification under this Section 5.01 shall be presumed, in respect of any act or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal matter, to have had no reasonable cause to believe his or her conduct was unlawful, and the termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, rebut such presumption.

Section 5.02. Court-Approved Indemnification. Anything contained in these Regulations or elsewhere to the contrary notwithstanding:

A. the Corporation shall not indemnify any officer or Director of the Corporation who was a party to any completed action or suit instituted by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, in respect of any claim, issue or matter asserted in such action or suit as to which he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of the Corporation or misconduct (other than negligence) in the performance of his or her duties to the Corporation unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances of the case, he or she is fairly and reasonably entitled to such indemnity as such Court of Common Pleas or such other court shall deem proper; and

B. the Corporation shall promptly make any such unpaid indemnification as is determined by a court to be proper as contemplated by this Section 5.02.

Section 5.03. Indemnification for Expenses. Anything contained in these Regulations or elsewhere to the contrary notwithstanding, to the extent that an officer or Director of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 5.01, or in defense of any claim, issue or matter therein, he or she shall be promptly indemnified by the Corporation against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) actually and reasonably incurred by him or her in connection therewith.

Section 5.04. Determination Required. Any indemnification required under Section 5.01 and not precluded under Section 5.02 shall be made by the Corporation only upon a determination that such indemnification of the officer or Director is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Section 5.01. Such determination may be made only:

A. by a majority vote of a quorum of Directors of the Corporation who were not and are not parties to, or threatened with, any such action, suit or proceeding;

B. if such a quorum is not obtainable or if a majority of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel other than an attorney retained previously by the Corporation, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation, or any person to be indemnified, within the past five (5) years; or

C. by the Court of Common Pleas of Franklin County, Ohio or (if the Corporation is a party thereto) the court in which such action, suit or proceeding was brought, if any.

Any such determination may be made by a court under division (C) of this Section 5.04 at any time (including, without limitation, any time before, during or after the time when any such determination may be requested of, be under consideration by or have been denied or disregarded by the disinterested Directors under division (A) or by independent legal counsel under division (B) of this Section 5.04). No decision for any reason to make any determination required under this Section 5.04, and no decision for any reason to deny any such determination, by the disinterested Directors under division (A) or by independent legal counsel under division (B) of this Section 5.04 shall be evidence in rebuttal of the presumption recited in Section 5.01. Any determination made by the disinterested Directors under division (A) or by independent legal counsel under division (B) of this Section 5.04 to make indemnification in respect of any claim, issue or matter asserted in an action or suit threatened or brought by or in the right of the Corporation shall be promptly communicated to the person who threatened or brought such action or suit, and within ten (10) days after receipt of such notification such person shall have the right to petition the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought, if any, to review the reasonableness of such determination.

Section 5.05. Advances for Expenses. Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) incurred in defending any action, suit or proceeding referred to in Section 5.01 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to or on behalf of the officer or Director promptly as such expenses are incurred by him or her, but only if such officer or Director shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue or other matter asserted in such action, suit or proceeding in defense of which he or she shall not have been successful on the merits or otherwise:

A. if it shall ultimately be determined as provided in Section 5.04 that he or she is not entitled to be indemnified by the Corporation as provided under Section 5.01; or

B. if, in respect of any claim, issue or other matter asserted by or in the right of the Corporation in such action or suit, he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of the Corporation or misconduct (other than negligence) in the performance of his or her duties to the Corporation, unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought, shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances, he or she is fairly and reasonably entitled to all or part of such indemnification.

Section 5.06. ARTICLE V Not Exclusive. The indemnification provided by this ARTICLE V shall not be exclusive of, and shall be in addition to, any other rights to which any person seeking indemnification may be entitled under the Articles of Incorporation or these Regulations or any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or Director of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 5.07. Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit or self-insurance, on behalf of any person who is or was a Director, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the obligation or the power to indemnify him or her against such liability under the provisions of this ARTICLE V. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

Section 5.08. Certain Definitions. For purposes of this ARTICLE V, and as examples and not by way of limitation:

A. A person claiming indemnification under this ARTICLE V shall be deemed to have been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 5.01, or in defense of any claim, issue or other matter therein, if such action,

suit or proceeding shall be terminated as to such person, with or without prejudice, without the entry of a judgment or order against him or her, without a conviction of him or her, without the imposition of a fine upon him or her and without his or her payment or agreement to pay any amount in settlement thereof (whether or not any such termination is based upon a judicial or other determination of the lack of merit of the claims made against him or her or otherwise results in a vindication of him or her);

B. References to "other enterprise" shall include employee benefit plans; references to a "fine" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a Director, officer, employee, agent or volunteer of the Corporation which imposes duties on, or involves services by, such Director, officer, employee, agent or volunteer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" within the meaning of that term as used in this ARTICLE V;

C. The term "volunteer" shall mean a Director, officer or agent of the Corporation, or another person associated with the Corporation, who (i) performs services for or on behalf of, and under the authority or auspices of, the Corporation, and (ii) does not receive compensation, either directly or indirectly, for performing those services. Compensation does not include (i) actual and necessary expenses that are incurred by the volunteer in connection with the services performed for the Corporation and that are reimbursed to the volunteer or otherwise paid; (ii) insurance premiums paid on behalf of the volunteer and amounts paid, advanced or reimbursed pursuant to this ARTICLE V, Section 1702.12(E) of the Ohio Revised Code or any indemnification agreement, resolution or similar arrangement; or (iii) modest perquisites.

Section 5.09. Venue. Any action, suit or proceeding to determine a claim for indemnification under this ARTICLE V may be maintained by the person claiming such indemnification, or by the Corporation, in the Court of Common Pleas of Franklin County, Ohio. The Corporation and (by claiming such indemnification) each such person consent to the exercise of jurisdiction over its or his or her person by the Court of Common Pleas of Franklin County, Ohio, in any such action, suit or proceeding.

## ARTICLE VI

### Miscellaneous

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December, or on such other date as may be fixed from time to time by the Board of Directors.

Section 6.02. Amendments. The Articles of Incorporation and these Regulations may be amended by the affirmative vote of two-thirds (2/3) of the whole authorized number of Directors, or in a writing signed by each of the Directors of the Corporation; provided, however, that any such

amendments must be presented to and approved by the Board of Directors of the Association in order to become effective.

Adopted by the Corporation and approved by the Association effective as of  
May 21, 2014.