

The Ohio Provider Resource Association
Amended and Restated Code of Regulations

ARTICLE I – THE CORPORATION

Section 1.1 - Name and Organizational Structure. The Ohio Provider Resource Association (the “Association”) is a nonprofit corporation organized and existing under the Ohio Nonprofit Corporation Law.

Section 1.2 - Tax Status and Purposes. In accordance with the status of the Association as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law)(the “Code”), the Association is organized and shall be operated exclusively for the purposes set forth in the Articles of Incorporation.

ARTICLE II - MEMBERSHIP

Section 2.1 - Active Members. Any individual, partnership, limited liability company, firm, association or corporation engaged in the maintenance and operation of a residential facility or other community based support services in the State of Ohio for the developmentally disabled which meets the licensing or certification standards of the State of Ohio, shall be eligible for Active Membership. It shall become an Active Member upon submitting an application and being issued a certificate of membership in accordance with procedures and standards established by the Board of Directors or its delegate. Each Active Member in good standing shall be a voting member of the Association.

Section 2.2 - Associate Membership. Any individual, partnership, limited liability company, firm, association or corporation having an interest in promoting the policies and activities of the Association, and possessing such other qualifications as may be established from time to time by the Board of Directors, shall be eligible for Associate Membership. Such individual, partnership, limited liability company, firm, association or corporation shall become an Associate Member in accordance with procedures established by the Board of Directors or its delegate. Each Associate Member in good standing shall be a non-voting member of the Association.

Section 2.3 - Membership Book. The Association shall keep a membership book (which may be electronic) containing the name and address of each member, the date of admission to membership and the class to which such member belongs. The name of the member representative of every member shall also be kept in the membership book beneath the name of such member.

Section 2.4 - Representation of Active Members. Each individual Active Member shall be his or her own member representative. All Active Members that are not individuals shall be represented in the Association by a member representative. The Chief Executive of each such Active Member in charge of the direction and operation of the residential facility or service program which entitles the organization to Active membership, regardless of title of such person

within the organization, shall provide written notice to the Secretary of the Association who shall be the member representative of such organization. The member representative for each such organization may be changed from time to time by said Chief Executive by providing written notice to the Secretary. If there is a dispute as to who the proper member representative is for a particular Active Member, such dispute shall be resolved by the Board of Directors. The Association shall be entitled to recognize the person named by said Chief Executive, or so determined by the Board of Directors, as the member representative of the Active Member until such time as actual written notice to the contrary is served on the Secretary of the Association by said Chief Executive. The member representative shall conclusively be deemed to have authority to vote on behalf of the Active Member and to appoint proxies and execute written consents, waivers and releases on its behalf.

Section 2.5 - Resignation. Any member may resign from the Association by giving written notice to the Secretary. The Secretary shall present the notice at the next meeting of the Board of Directors or the Executive Committee. The resignation shall not affect the member's liability with respect to any unfilled obligation on its part at the time of the resignation.

Section 2.6 - Suspension or Expulsion. Any member in default in the payment of its Membership Fees or other charges shall not be entitled to exercise any privileges of membership until the default is cured. Any member whose Membership Fees are in arrears for more than one (1) month, or whose conduct is considered prejudicial to the best interests of the Association may be suspended or expelled, by a two-thirds (2/3) vote of the Directors present at a meeting of the Board of Directors at which a quorum is present. Notice of the charges, and of the time and place of holding the meetings at which they are to be considered, shall be mailed to the member, at its address appearing on the membership book of the Association, at least fifteen (15) days prior to the day of the meeting. The member shall be given reasonable opportunity to present a defense at the meeting.

Section 2.7 - Reinstatement. A member which has resigned in good standing may be reinstated without prejudice. A member which has been suspended or expelled for non-payment of Membership Fees or other charges may be reinstated upon payment of outstanding debts. A member which has been suspended for any other reason may be reinstated in accordance with the terms of the suspension. A member which has been expelled for any other reason may be reinstated if the Board of Directors determines, by a two-thirds (2/3) vote of the Directors present at a meeting of the Board of Directors at which a quorum is present, that the basis for its expulsion no longer exists.

Section 2.8 - Membership Fees. Membership Fees shall consist of Annual Dues and Special Assessments as herein provided. The Board of Directors shall establish the rates of Annual Dues for Active and Associate Members. The Board of Directors may, in addition, make Special Assessments to Active and Associate Members in order to raise additional funds. Special Assessments shall be considered based on individual issues and may be mandatory or optional.

The rates of Annual Dues shall remain in effect until changed by the Board of Directors. Special Assessments shall be valid for only one (1) year. All Annual Dues and Special Assessments with respect to any year shall be due and payable on such date or dates as determined by the Board of Directors.

ARTICLE III - MEETINGS OF MEMBERS

Section 3.1 - Places of Meetings. All meetings of the members shall be held at such place as may be determined by the Board of Directors, or in the absence of such determination, in Columbus, Ohio.

Section 3.2 – Annual Meeting. There shall be an annual meeting of the members on such date as may be determined by the Board of Directors.

Section 3.3 - Meetings. Meetings of members may be called by any of the following:

- (a) The Chair or, in case of the Chair's absence, death or disability, the Vice Chair authorized to exercise the authority of the Chair;
- (b) The Directors by action at a meeting or a majority of the Directors acting without a meeting;
- (c) The lesser of ten percent (10%) of the Active Members or twenty-five (25) of such Active Members.

Section 3.4 - Attendance. All Active Members in good standing shall be entitled to notice of, and to attend and participate in all meetings of members. Associate Members shall be entitled to notice of and to attend and participate (other than to vote) at meetings of members, but only to the extent expressly provided by resolution of the Board of Directors or of the Active Members at the meeting. However, failure to give any Associate Member notice shall not affect the validity of any action taken at the meeting.

Section 3.5 - Notice. Written notice stating the place and time of a meeting of members and the purpose or purposes for which the meeting is called shall be given to each member at least forty-eight (48) hours prior to such meeting. Any such notice shall be given by any reasonable means, including, but not limited to, personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail or courier service with postage or fees prepaid. Notice of any meeting given by personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail or courier service with postage or fees prepaid shall be considered given if mailed or otherwise sent or delivered to the member in accordance with the member's personal information specified in the membership book of the Association. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 3.6 - Waiver of Notice. Notice of the place, time and purpose or purposes of any meeting of the members may be waived in writing, either before or after the holding of such meeting, by any member, which writing shall be filed with or entered upon the records of such meeting. The attendance of any member, in person, by proxy or by mail ballot, at any such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting, shall be deemed to be a waiver by such member of notice of such meeting.

Section 3.7 - Mail Ballots. Mail ballots include ballots submitted by mail, fax, electronic mail transmission or other means as long as the other provisions of this Section are followed. Any

vote or other action required under these Regulations to be taken by the Active Members of the Association may be conducted by mail ballot. Whenever a mail ballot is to be conducted with respect to action to be taken at a meeting of Active Members, the ballot shall be enclosed or attached with the notice of the meeting. Each form of ballot shall make provision for the Active Member to indicate their vote on the action to be taken, and for the member representative of the Active Member to date and sign the ballot. It shall state the address at which the ballot is to be returned, and the time by which it must be returned. A mail ballot, in order to be effective, must be signed and dated by the member representative of the Active Member and be received at the address indicated on the ballot no later than 5:00 p.m. local time on the date referenced on the ballot. Any mail ballot may be amended or revoked by a subsequent mail ballot so long as the subsequent ballot is properly executed and timely received.

Section 3.8 - Proxies. Subject to such limitations as may be imposed by the Board of Directors, an Active Member may designate a proxy to act in the Active Member's stead at any meeting of the members. The proxy shall be either a bona fide director, trustee, officer, member, manager or supervisory person of the Active Member, or the member representative of another Active Member. The Officers and Directors of the Association are not authorized to solicit proxies from the membership. A proxy as designated shall have the right to participate in the vote on behalf of the Active Member at the meeting.

Section 3.9 - Quorum and Voting at Meetings. Active Members present at a meeting of Active Members, either in person, by proxy or by mail ballot, who come from a majority of the Districts established in Article IV for the election of District Directors, shall constitute a quorum for the meeting. Any District which does not have an Active Member in the Association shall not be taken into consideration for quorum purposes. The vote of the majority of the Active Members voting, either in person, by proxy or by mail ballot, at a meeting at which a quorum is present, shall be necessary for the authorization of taking any action voted upon by the Active Members, unless the law, the Articles of Incorporation, or these Regulations require a different proportion or number of Active Members.

ARTICLE IV - DIRECTORS

Section 4.1 - Authority. All of the authority of the Association shall be exercised by a Board of Directors, except where the law, the Articles of Incorporation, or these Regulations require that action be otherwise taken or authorized.

Section 4.2 - Number and Composition. The Board of Directors shall be comprised of no less than (3) Directors, the exact number of which may be determined from time to time by the Board of Directors. The Directors shall be divided into the following general classifications: District Directors, Immediate Past Chair Director, At-Large Directors and Honorary Directors.

Section 4.3 - District Directors.

(a) District Directors shall be elected from each of the following Districts within the State of Ohio:

District 1 shall be comprised of Active Members serving the following counties: Butler, Warren, Clinton, Hamilton, Brown, Adams, Highland, Pike, Scioto, Clermont and

Lawrence.

District 2 shall be comprised of Active Members serving the following counties: Darke, Shelby, Logan, Hardin, Miami, Champaign, Clark, Preble, Montgomery, Mercer, Auglaize and Greene.

District 3 shall be comprised of Active Members serving the following counties: Holmes, Tuscarawas, Carroll, Harrison, Jefferson, Coshocton, Muskingum, Guernsey, Belmont, Perry, Morgan, Noble, Monroe, Washington, Athens, Hocking, Ross, Vinton, Jackson, Gallia and Meigs.

District 4 shall be comprised of Active Members serving the following counties: Fulton, Williams, Lucas, Ottawa, Defiance, Henry, Wood, Sandusky, Seneca, Paulding, Hancock, Putnam, Van Wert, Wyandot, Crawford, Allen and Richland.

District 5 shall be comprised of Active Members serving the following counties: Ashland, Medina, Summit, Portage, Trumbull, Mahoning, Columbiana, Wayne and Stark.

District 6 shall be comprised of Active Members serving the following counties: Marion, Union, Delaware, Licking, Knox, Madison, Morrow, Franklin, Fayette, Fairfield and Pickaway.

District 7 shall be comprised of Active Members serving the following counties: Erie, Huron, Lorain, Cuyahoga, Lake, Geauga, and Ashtabula.

District 8 shall be comprised of those Active Members serving more than one (1) of the Districts designated 1 through 7 above, and which elects to be classified in District 8 in accordance with this Section 4.3(a). For purposes of these Regulations, those Active Members providing services in more than one (1) District shall elect to be included, and have the individuals they serve counted, either: (i) in the District where the majority of the individuals they serve reside; or (ii) in District 8. Active Members may change their election annually upon written notification to the Board of Directors by March 15th of a given year.

Each of those Districts having Active Members who cumulatively serve 1 - 1,000 individuals shall be represented by two (2) Directors on the Board, and each of those Districts having Active Members who cumulatively serve more than 1,000 individuals shall be represented by three (3) Directors on the Board.

(b) **Nomination and Election.** The Nominating Committee shall prepare a slate of candidates for the purpose of nominating persons to serve as District Directors. Only member representatives of Active Members from within a District shall be eligible for nomination with respect to that District. The Nominating Committee shall accept nominations submitted from each of the Districts by a date established by the Nominating Committee, but no later than November 15th of each year. If no nominations are received from any District, the Nominating Committee shall select one (1) or more nominees for that District. Each District Director shall be elected by the Active Members from the District for which its candidates have been

nominated. All such elections shall be conducted by mail ballot, with those candidates receiving the greatest numbers of votes being elected to office. District Directors may be re-elected.

(c) **Term.** District Directors shall be divided into three (3) separate classes. Class I Directors shall be those District Directors elected from Districts 1, 4 and 7; Class II Directors shall be those District Directors elected from Districts 2, 3, and 5; and Class III Directors shall be those District Directors elected from Districts 6 and 8. District Directors shall be elected initially by mail vote in October 1997. In connection with this election process, all Class I Directors shall be elected for a term expiring December 31, 1998; all Class II Directors shall be elected for a term expiring December 31, 1999; all Class III Directors shall be elected for a term expiring December 31, 2000. Thereafter, all successor District Directors shall be elected for terms of three (3) years each.

The foregoing Districts shall not be changed, except by amendment to these Regulations.

Section 4.4 – Immediate Past Chair Director - The Immediate Past Chair of the Association shall serve on the Board of Directors. The Immediate Past Chair shall serve a term commencing upon the election of a new Chair and ending on the date such new Chair becomes the Immediate Past Chair. A vacancy in the term of the Immediate Past Chair shall not be filled by appointment or other method of selection.

Section 4.5 - At-Large Directors - The Board of Directors may appoint up to five (5) At-Large Directors, each of whom shall serve for terms of up to three (3) years as determined by the Board of Directors. Only member representatives of Active Members shall be eligible to serve as At-Large Directors. The appointment of any At-Large Directors shall generally follow the election of District Directors. In making any such appointments, the Board shall consider the needs of the Board based on the composition of the Board following District elections, and shall take into account factors including, but not limited to, a member's geographic location, size, type of services provided, and the member's ability and knowledge of the field. The intent of this provision is to ensure a Board that is representative of the membership.

Section 4.6 - Honorary Directors. Directors shall consist of not more than three (3) Honorary Directors. Candidates for Honorary Directorships shall be nominated by the Board of Directors and submitted to the Board for election by written ballot. Honorary Directors shall serve one (1) year terms and need not be members of the Association. Honorary Directors shall not be considered for quorum purposes and shall have no vote.

Section 4.7 - Vacancies. If the seat of any District Director becomes vacant by death, resignation, or otherwise, a successor District Director shall be elected as soon as possible for the unexpired term by the Active Members in the District for which the vacancy exists in conformance with Section 4.3 of these Regulations. The Board of Directors is authorized to resolve any disputes with respect thereto.

Section 4.8 – Meetings and Notice.

(a) Regular meetings of the Board, which shall be held at least quarterly, may be called by any Officer or by any four (4) Directors. Written notice of the time and place of each regular meeting of the Directors shall be given to each Director at least fourteen (14) days before the

date of such meeting.

(b) Emergency or special meetings of the Board of Directors may be called by any Officer or by any four (4) Directors. Written notice of the time and place of each emergency or special meeting of the Board of Directors shall be given to each Director at least twenty-four (24) hours before such meeting.

(c) All meetings of the Board of Directors shall be held within the State of Ohio.

(d) Any notice referred to in this Section 4.8 may be given by any reasonable means, including, but not limited to, personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail or courier service with postage or fees prepaid, and need not specify the purposes of the meeting. Notice of any meeting given by personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail or courier service with postage or fees prepaid shall be considered given if mailed or otherwise sent or delivered to the Director in accordance with the Director's personal information specified in the records of the Association. Notice of adjournment of any meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

(e) 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 4.9 – Waiver of Notice. Notice of the time and place of any meeting of the Board of Directors may be waived in writing, either before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of such meeting. The attendance of any Director at any such meeting without protesting the lack of proper notice prior to or at the commencement of the meeting, shall be deemed to be a waiver by such Director of notice of such meeting.

Section 4.10 – Quorum and Voting. A majority of the Directors then serving in office, excluding Honorary Directors, but including at least one (1) Director that is an Officer, is necessary to constitute a quorum for a meeting of the Directors unless the act of a greater number is required by law, the Articles of Incorporation or these Regulations. If a quorum is present at a meeting of the Directors, it cannot be broken by the subsequent withdrawal of one or more Directors, unless otherwise decided by the Board. Except as otherwise required by law, the Articles of Incorporation or these Regulations, each Director then in office (other than Honorary Directors) 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 4.11 - Signatures. The Board of Directors is authorized to determine or provide the method of determining the manner in which deeds, contracts, and other obligations and instructions of the Association shall be executed. The Board shall be entitled to rely upon the actions of the Chair, the Vice Chair, the Secretary or the Treasurer in executing contracts and

other obligations and instruments, other than deeds, of the Association as having been duly authorized, and to rely upon the action of any two (2) of said Officers in executing deeds in the name of the Association as having been duly authorized. The Board of Directors is authorized to designate depositories of the funds of the Association and to determine or provide the method of determining the manner in which checks, notes, bills of exchange and similar instruments shall be signed, counter-signed or endorsed.

Section 4.12 - Duties of Directors. It is both an honor and a responsibility to be elected to the Board of Directors. The elected Director must be a true representative of his/her District; therefore the responsibility is to represent all members of the District equally.

(a) Attendance of Directors is expected at all official meetings. Any Director who is not present at a minimum of fifty percent (50%) of the meetings within an organizational year may have his/her Directorship terminated (Refer to Section 4.13). The Secretary shall monitor attendance and report to the Executive Committee should problems arise.

(b) District Directors must hold District meetings at least quarterly at a scheduled, predetermined place with all members in the District being notified at least fourteen (14) days before the meeting. Any such notice may be given by any reasonable means, including, but not limited to, personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail or courier service with postage or fees prepaid, and need not specify the purposes of the meeting. Additional meetings may be called as needed or desired by the District members with the appropriate notice as described above given to District members at least two (2) days prior to the meeting. Non-members of the District may be invited to District meetings.

(c) As communication is essential to the existence of the Association, it is a District Director's responsibility to promptly disseminate pertinent information to the members in his or her District, including minutes of District meetings.

(d) It is also the responsibility of each Director to actively participate in the Association's activities.

(e) Other duties and responsibilities provided by law or as directed by the Board of Directors.

Section 4.13 – Removal of a Director. If a Director fails to carry out the responsibilities as defined in Section 4.12, or engages in activities considered detrimental to the Association, removal proceedings may be initiated as follows:

(a) Any member may refer his/her/its concern/complaint to the Chair for review by the Executive Committee.

(b) The Executive Committee is responsible for notifying the Director in question and investigating the concern/complaint lodged against the Director. This investigation will include interviewing any person(s) who can provide pertinent information regarding the concern/complaint, including the Director in question.

(c) Upon conclusion of its review, the Executive Committee will issue written findings of its

investigation including a recommendation for action to be considered by the Board of Directors. These findings will be mailed to each Director, including the Director in question.

(d) If the findings of the Executive Committee include a recommendation for removal of the Director in question from office, the finding will serve notice to the Director that the issues will be considered by the Board of Directors at a special meeting. The notice of the special meeting will be issued in compliance with Section 4.8 of these Regulations. The notice shall also inform the Director in question of his/her opportunity to address the entire Board prior to the Board's action.

(e) The Director in question shall have the opportunity to resign from the Board at any time during this process.

(f) The Board of Directors may remove the Director in question at a special meeting if it finds that the Director has failed to carry out the responsibilities as defined in Section 4.12 or has engaged in activities considered detrimental to the Association. The decision by the Board to remove a Director is final.

(g) If the decision of the Board results in a Director vacancy, the vacancy will be filled pursuant to these Regulations.

ARTICLE V - OFFICERS

Section 5.1 - Officers Designated. The Officers of the Association shall be the Chair, Vice Chair, Immediate Past Chair, Secretary and Treasurer and such other Officers as may be determined from time to time by the Board of Directors.

Section 5.2 - Duties of Officers.

(a) The Chair shall preside at all meetings of the members and of the Board of Directors. Except as otherwise provided in these Regulations, he/she shall appoint the chairpersons of all standing committees prior to the organizational meeting. He/She shall consult with each chairperson to ensure that committee personnel are identified prior to the organizational meeting. He/She shall have the general powers and duties usually vested in the chief executive officer of a nonprofit corporation under the laws of the State of Ohio and shall have such other powers and duties as may be prescribed by the Board of Directors or these Regulations.

(b) The Vice Chair, under the direction of the Chair, shall be responsible for and shall further assist the Chair in any manner requested by the Chair. In the absence or disability of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall assist and reinforce the Directors; assure that Directors hold District meetings a minimum of semi-annually and submit to the Board summaries of these meetings; and assure Directors attend Board meetings at the minimum frequency required by these Regulations. He/She shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Directors.

(c) The Immediate Past Chair shall provide support and guidance to the Chair and shall have such other powers and shall perform such other duties as from time to time may be prescribed by

the Board of Directors.

(d) The Secretary shall keep minutes of all meetings and shall be responsible for notifying members and Directors of meetings as provided herein. He/She shall ensure documentation of attendance. He/She shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Directors.

(e) The Treasurer shall supervise all funds of the Association and shall provide oversight for disbursements made by the President. He/She shall see that the funds are deposited in the name of the Association in a bank or banks designated and approved by the Board of Directors. He/She shall have adequate bond, if any, as determined by the Board of Directors. He/She shall present quarterly reports to the Board of Directors. He/She shall be the chairperson of the Finance Committee. He/She shall ensure that, on an annual basis, the Board discusses and determines whether to secure an independent review of the Association's financial status. He/She shall coordinate and be the primary contact for an annual audit of the Association. He/She shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 5.3 - Nomination and Election. The Officers shall be elected by the Directors of the Association by written ballot at a date specified by the Board of Directors. At a meeting of the Board, candidates for Officers will be nominated by the Nominating Committee. Only current Directors shall be eligible to serve as Officers of the Association. If an Officer should cease to be the member representative of an Active Member, his/her office shall be deemed to be vacant.

The Nominating Committee shall be a three member committee appointed by the Chair for the purpose of preparing a slate of nominees for Chair, Vice Chair, Secretary and Treasurer. All Nominating Committee members shall be current Directors. The term of office for members of the Nominating Committee shall be three (3) years, or until the election of the next Chair, and shall be limited to two (2) consecutive terms. No current Officer of the Association shall serve as a member of the Nominating Committee. The Nominating Committee shall be furnished by the Secretary with a list of duties of the various Officers, attendance records of Directors, classes of Directors and the requirements of Officers in these Regulations.

The Nominating Committee shall submit a slate of Officers to the Directors no later than the forty-fifth (45th) day preceding the date of the meeting at which Officers are to be elected, unless the Directors specify a later date. Prior acceptance of nomination shall have been obtained from each nominee. The slate shall be subject to approval by the Board of Directors.

Elected Officers shall serve for a term of two (2) years commencing on January 1st; provided, however, the Immediate Past Chair shall serve a term commensurate with his/her term as the Immediate Past Chair as provided in Section 4.4. No person shall be elected to the same office for more than three (3) consecutive terms.

Section 5.4 - Vacancies. In the event of a vacancy in the office of the Chair, the Vice Chair shall become Chair. In the event of a vacancy in the office of Vice Chair, Secretary or Treasurer, the vacancy shall be filled for the unexpired term by the Board of Directors. In the event of a vacancy in the office of Immediate Past Chair, the vacancy shall not be filled.

ARTICLE VI - PRESIDENT

Section 6.1 - Employment of a President. The Association may employ a President to be selected by the Board of Directors.

Section 6.2 - Duties of President. The President shall manage and have general supervision, administration and direction over the operations of the Association and its facilities and employees, subject to the overall authority of the Board of Directors. The President shall be responsible for providing administrative staff support to committees; providing information to the various committees necessary for the fulfillment of their functions; maintaining appropriate relationships with community, governmental and professional bodies and the Association's administrative and professional staff. The President shall have the power and authority to appoint, hire, dismiss, regulate hours of work, and set and adjust rates of pay for all subordinate personnel of the Association. The President shall have such other authorities and duties as may be prescribed by the Board of Directors.

ARTICLE VII- COMMITTEES

Section 7.1 - General. Except as otherwise provided in these Regulations, the majority of members of any Committee shall be either Active Members or Associate Members of the Association, but in all instances the chairperson shall be an Active Member. Each committee shall prepare a report summary of each committee meeting and submit the summary and attendant recommendations to the Secretary within thirty (30) days of the meeting. The summary of committee meetings shall be made available to the Board of Directors. Additionally, the summary of committee meetings shall be made available to any member that makes a written request to the Secretary for such minutes. With the exception of the Executive Committee, no committee shall be authorized to possess or execute any power or authority of the Board of Directors. Except as otherwise provided in these Regulations, each committee shall act by a majority vote of its members present at a meeting.

Section 7.2 - Standing Committees. Except as otherwise provided in these Regulations, membership on the Association's standing and ad hoc Committees are open to any Active Member and Associate Member unless otherwise determined by the Board of Directors. The Chair, or the Board of Directors through an affirmative motion, may assign items of discussion to Committees for deliberation and formulation of future action recommendations to the Board of Directors.

(a) **Executive Committee.** The Executive Committee shall consist of the Chair, Vice Chair, Immediate Past Chair, Secretary and Treasurer. The Executive Committee shall be responsible for conducting the performance review of the President, negotiating the compensation package of the President, and serving in an advisory capacity to the President. The Executive Committee shall, as needed, meet with industry stakeholder leadership (such as the ARC, County Boards Association, DoDD, DD Council, OLR, among others) to confer with, develop positions, strategize or provide input on issues facing the field.

The Executive Committee may exercise, under the direction of and subject to limitations established by the Directors, all of the authority of the Board of Directors. The Executive

Committee shall act with the authority of the Board of Directors, when, due to the emergency nature, an issue cannot be postponed until the next scheduled Board meeting. When this occurs, immediate notification of such action will be communicated to Board of Directors. The Executive Committee shall meet at the call of any member of the Executive Committee, provided that notice has been given in any reasonable manner in advance of the meeting. Notice may be waived by any member before, at, or after the meeting, and presence at any meeting shall constitute waiver of notice.

(b) **Finance Committee.** The Finance Committee shall consist of the Treasurer, who shall be the chairperson, and at least two (2) other Active Members. The Finance Committee shall prepare the annual budget of the Association and present it to the Board of Directors by the December meeting of the Board of Directors. Monthly financial statements shall be delivered to Directors at least one week prior to the Board meeting by any reasonable means, including, but not limited to, personal delivery, telegram, telecopy, electronic mail transmission, or United States regular mail, express mail or courier service with postage or fees prepaid. The Finance Committee shall also be responsible for the oversight of the Association's investments and employee retirement plan. A recommendation by the Finance Committee is not required for an expenditure of funds which has previously been identified for items or categories of items in the current year's budget of the Association approved by the Board of Directors.

(c) **Nominating Committee.** The Nominating Committee shall be appointed and conduct its affairs in accordance with Section 4.3 and Section 5.3 of these Regulations.

Section 7.3 - Other Committees. The Board of Directors may create other committees from time to time to assist in the conduct of the affairs of the Association. The committee shall be approved by the Board of Directors. The Chair shall appoint the chairperson of the committee.

ARTICLE VIII – INDEMNIFICATION AND INSURANCE

Section 8.1 - Mandatory Indemnification. The Association shall indemnify any Officer or Director of the Association 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 Association), by reason of the fact that he or she is or was a Director, Officer, employee, agent or volunteer of the Association, or is or was serving at the request of the Association 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 Association, 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 8.1 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 Association, 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 8.2. Court-Approved Indemnification. Anything contained in these Regulations or elsewhere to the contrary notwithstanding:

(a) The Association shall not indemnify any Officer or Director of the Association who was a party to any completed action or suit instituted by or in the right of the Association 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 Association, or is or was serving at the request of the Association 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 Association or misconduct (other than negligence) in the performance of his or her duties to the Association 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 Association shall promptly make any such unpaid indemnification as is determined by a court to be proper as contemplated by this Section 8.2.

Section 8.3 - Indemnification for Expenses. Anything contained in these Regulations or elsewhere to the contrary notwithstanding, to the extent that an Officer or Director of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 8.1, or in defense of any claim, issue or matter therein, he or she shall be promptly indemnified by the Association 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 8.4 - Determination Required. Any indemnification required under Section 8.1 and not precluded under Section 8.2 shall be made by the Association 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 8.1. Such determination may be made only:

(a) by a majority vote of a quorum of Directors of the Association 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 Association, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Association, or any person to be indemnified, within the past five (5) years;

(c) by the Active Members; or

(d) by the Court of Common Pleas of Franklin County, Ohio or (if the Association 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 (d) of this Section 8.4 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) or by the Active Members under division (c) of this Section 8.4). No decision for any reason to make any determination required under this Section 8.4, 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) or by the Active Members under division (c) of this Section 8.4 shall be evidence in rebuttal of the presumption recited in Section 8.1. Any determination made by the disinterested Directors under division (a) or by independent legal counsel under division (b) or by the Active Members under division (c) of this Section 8.4 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 Association 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 8.5 - 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 8.1 shall be paid by the Association 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 8.4 that he or she is not entitled to be indemnified by the Association as provided under Section 8.1; or

(b) if, in respect of any claim, issue or other matter asserted by or in the right of the Association 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 Association or misconduct (other than negligence) in the performance of his or her duties to the Association, 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 8.6. - ARTICLE VIII Not Exclusive. The indemnification provided by this ARTICLE VIII 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 Active Members or 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 Association and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8.7 - Insurance. The Association 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 Association, or is or was serving at the request of the Association 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 Association would have the obligation or the power to indemnify him or her against such liability under the provisions of this ARTICLE VIII. Insurance may be purchased from or maintained with a person in which the Association has a financial interest.

Section 8.8 - Certain Definitions. For purposes of this ARTICLE VIII, and as examples and not by way of limitation:

(a) A person claiming indemnification under this ARTICLE VIII shall be deemed to have been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 8.1, 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 an "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 Association" shall include any service as a Director, Officer, employee, agent or volunteer of the Association 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 Association" within the meaning of that term as used in this ARTICLE VIII;

(c) The term "volunteer" shall mean a Director, Officer or agent of the Association, or another person associated with the Association, who (i) performs services for or on behalf of, and under the authority or auspices of, the Association, 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 Association 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 VIII, Section 1702.12(E) of the Ohio Revised Code or any indemnification agreement, resolution or similar arrangement; or (iii) modest perquisites.

Section 8.9 - Venue. Any action, suit or proceeding to determine a claim for indemnification under this ARTICLE VIII may be maintained by the person claiming such indemnification, or by the Association, in the Court of Common Pleas of Franklin County, Ohio. The Association 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 IX - AMENDMENTS

Section 9.1 - General. The Articles of Incorporation and these Regulations may be amended from time to time, as hereinafter provided. Proposed amendments shall be approved by the Board of Directors, or proposed by any five (5) Active Members not more than three (3) of which shall come from the same District. The proposed amendment shall be submitted to the membership in written form and voting shall be by mail ballot. The affirmative vote of a majority of the Active Members voting by mail ballot shall be sufficient for the adoption of the amendment. An Amended or Restated Articles of Incorporation or Code of Regulations may be adopted in the same fashion.

Section 9.2 - Requested Articles of Incorporation and Code of Regulations. The Board of Directors may adopt Restated Articles of Incorporation, or a Restated Code of Regulations to consolidate the original Articles or Code and all previously adopted amendments that are in force at the time in lieu of having such Restated Articles or Code adopted by the members as provided in Section 9.1 above.

Section 9.3 - Notification. Copies of all amendments to the Articles of Incorporation and Amended Code of Regulations, shall be distributed to all members of the Board of Directors and made available to all Active Members as soon as practicable after adoption.

Adopted: _____