

CODE OF REGULATIONS OF THE FRIENDS OF THE CROOKED RIVER, INC.

ARTICLE I

Members

A. Qualifications, Term and Successors.

(1) The members of this Corporation shall consist of the individuals, who are current in the payment of annual dues, subject to the agreement by the new members to be bound by the Regulations of this Corporation. The amount of such annual dues shall be determined by the trustees, for each fiscal year; provided, however, that until such action is taken, the existing dues structure shall continue. The trustees may establish a joint membership category, for spouses and families. A higher amount of dues shall be set for such joint membership.

(2) Each member shall be a member for a period of one year after the payment of dues. Any member whose annual dues are in arrears for more than 60 days shall cease to be a member.

(3) If at any time there is no member of the Corporation, all of the rights and powers of members shall be vested in and delegated to the Board of Trustees.

(4) As used in this Code of Regulations, "members" shall mean the sole member if there is then only one member.

B. Annual Meetings. The annual meeting of members for the election of trustees and the consideration of reports to be laid before such meeting shall be held during the month of ~~January~~ April (~~commencing in 1992~~) at such time and on such date as may be fixed by the Board of Trustees.

C. Special Meetings. Special meetings of members shall be called upon the written request of the president, by the trustees by action at a meeting, by a majority of the trustees acting without a meeting, or by thirty-five (35%) of the members of the Corporation entitled to vote thereat. Calls for such meetings shall specify the purposes thereof. No business other than that specified in the call shall be considered at any special meeting.

D. Notices of Meetings. Unless waived, written notice of each annual or special meeting stating the date, time, place and purposes thereof shall be sent by personal delivery or by mail ~~or email~~ to each member entitled to vote at the meeting, not more than sixty (60) days nor less than five (5) days before any such meeting. If mailed ~~or emailed~~, such notice shall be directed to the member at his or her mail or ~~email~~ address as the same appears upon the records of the Corporation. Notice shall be deemed waived by any member who shall participate in such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice, and any member may, either before or after any meeting, waive any notice required to be given by law or under these Regulations.

E. Place of Meetings. Meetings of members shall be held at a place determined by the Board of Trustees.

F. Voting. For purposes of voting to elect the Board of Trustees, or on any matter properly submitted to the members by the Board of Trustees for their vote, consent, waiver, release or other action, each member shall have one (1) vote. Joint memberships are deemed to have two (2) members, and each of those two members shall have one (1) vote. Voting at elections and votes on other matters may be conducted by mail [or email](#), at the sole discretion of the Board.

G. Quorum. The voting members present at any meeting of voting members [or voting online](#) shall constitute a quorum for the transaction of business at a meeting, and the affirmative vote of a majority of those members present shall be necessary for the authorization or taking of any action; ~~except that including the removal of a trustee or an amendment to the Code of Regulations shall require that fifty (50) percent of the current voting members be present to constitute a quorum.~~

ARTICLE II

Board of Trustees

A. Number, Election and Term of Office of the Board of Trustees. The number of trustees shall be not less than three (3) or more than eleven (11). The total number of trustees shall always be an odd number. ~~The initial number of trustees shall be three (3), and those trustees shall serve until January 1993. Four additional trustees shall be elected in January 1992, and those four trustees shall served until January 1994. After January 1992, t~~The number of trustees shall be seven (7), unless fixed at a different number by the members. Each trustee shall hold office for a term of two (2) years and until his or her successor is elected and qualified, or until his or her earlier resignation, removal from office or death. Terms of trustees shall always be staggered so that approximately half of the trustees' terms expire each year. Trustees shall be elected at the annual meeting of members, but when the annual meeting is not held or trustees are not elected thereat they may be elected at a special meeting called and held for that purpose. As used herein, "year" shall mean the period from one annual meeting until the close of the next annual meeting, and if a trustee is elected at a special meeting, it shall mean the period from such special meeting until the close of the next annual meeting.

B. Removal or Resignation. Any trustee may, by notice in writing to the Board, resign at any time. Any trustee may be removed from office by a two-thirds majority of the trustees without cause.

C. Vacancies. Vacancies in the Board of Trustees may be filled by a majority vote of the remaining trustees until there is an election by the members to fill such vacancies. Members entitled to elect trustees shall have the right to fill such vacancy (whether or not the same has been temporarily filled by the remaining trustees) at any meeting of members called for that purpose, and any trustees elected at any such meeting of members shall serve until the next election of trustees and until their successors are elected and qualified.

D. Quorum and Transaction of Business. A majority of the whole authorized number of trustees shall constitute a quorum for the transaction of business, except with respect to the filling of a vacancy on the Board. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those present may adjourn the meeting from time to time until a quorum

shall be present. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board.

E. Annual Meeting. Annual meetings of the Board of Trustees shall be held immediately following the annual meetings of members or as soon thereafter as is practicable. If no annual meeting of members is held, the annual meeting of the Board of Trustees shall be held immediately following any special meeting of members or as soon thereafter as is practicable. The Board of Trustees will elect the officers of the corporation at the annual meeting.

F. Regular Meetings. Regular meetings of the Board of Trustees shall be held at such times and places, within or without the State of Ohio, as the Board of Trustees may, by resolution, from time to time determine. The secretary shall give notice of each such resolution to any trustee who was not present at the time the same was adopted, but no further notice of such regular meeting need be given.

G. Special Meetings. Special meetings of the Board of Trustees may be called by the president, or any two (2) members of the Board, and shall be held at such times and places, within or without the State of Ohio, as may be specified in such call.

H. Meetings Held Through Communications Equipment. Meetings of the Board of Trustees or any committee of the Board may be held through communications equipment if all persons participating can hear each other; and such participation shall constitute presence at such a meeting.

I. Notice of Annual or Special Meetings. Notice of the time and place of each annual or special meeting shall be given to each trustee by the secretary or by the person or persons calling such meeting. Such notice need not specify the purpose or purposes of the meeting and may be given in any manner or method, provided it is given at such time so that the trustee receiving it may have reasonable opportunity to participate in the meeting. Such notice shall, in all events, be deemed to have been properly and duly given if mailed or emailed at least five (5) days prior to the meeting and directed to the residence of each trustee as shown upon the secretary's records and, in the event of a meeting to be held through the use of communications equipment, if the notice sets forth the telephone number, as shown upon the secretary's records, at which each trustee may be reached for purposes of participation in the meeting, and states that the secretary must be notified if a trustee desires to be reached at a different telephone number. Notice shall be deemed to have been waived by any trustee who shall participate in such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice, and may be waived, in writing, by any trustee either before or after such meeting.

J. Action Without Meeting. Any action which may be taken at any meeting of the Board, or of any committee thereof, may be taken without such meeting by a writing or writings signed by all of the members of the Board or of such committee, as the case may be. The writing or writings evidencing such action taken without a meeting shall be filed with the secretary of the corporation and inserted by the secretary of the Corporation in the permanent records relating to meetings of the Board.

K. Compensation. The trustees, as such, shall serve without compensation for their services. Nothing herein contained shall be construed to preclude any trustee from serving the Corporation in any other capacity and receiving compensation therefor.

L. Corporate Funds. All appropriations of funds of the Corporation shall be made by the Board of Trustees. All decisions on whether to accept a donation, in an amount exceeding \$500 from any one source in any one fiscal year, shall be made by the Board.

ARTICLE III

Committees

A. Committees and Advisory Groups. The Board may provide for committees and advisory groups, consisting in whole or in part of nontrustees, as it deems desirable, and discontinue the same at its pleasure. Each such committee and group shall be advisory to the Board and shall have such powers and perform such duties or functions, not inconsistent with law, as may be prescribed for it by the Board. Appointments to, and the filling of vacancies on, such committees and groups shall be the responsibility of the president unless the Board provides otherwise. Any action by any such committee or group shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board, provided that no rights of third persons shall be prejudicially affected thereby. The president may, unless the Board provides otherwise, appoint one or more persons as alternate members of any such committee or group who may take the place of any absent member at any meeting.

B. Nominating Committee. At least sixty (60) days prior to the annual meeting of members, the Board shall appoint a nominating committee. At least forty-five (45) days prior to the annual meeting of members, the nominating committee shall nominate, from the current list of members of the Corporation, candidates for the Board of Trustees. The nominating committee shall nominate a number of candidates which is at least equal to the number of Trustees currently authorized to be elected to the Board. If the Board determines that the election will be held by mail or email or online ballot, the nominating committee shall cause to be prepared a ballot, which will be presented to the Board for approval at least thirty-five (35) days prior to the election. Once the ballot is approved by the Board, it will be mailed or emailed or made available online to all members, at least twenty (20) days prior to the annual meeting.

ARTICLE IV

Officers

A. Election. The officers of this Corporation shall be (1) a president, (2) a vice president, and (3) secretary and (34) a treasurer. Each of these officers will be a trustee. The Board may also elect such additional officers as it deems desirable; those additional officers may be nontrustees. Any two or more offices, except those of president and vice president/~~secretary~~, may be held by the same person. Officers shall be elected by a majority vote of the Board and shall hold office until the date fixed by

these Regulations for the annual meeting of the Board next succeeding the election of such officers, and until their successors are elected and qualified.

B. Duties. The officers of this Corporation shall have such authority and perform such duties as are customarily incident to their respective offices and such other and further duties as may from time to time be required of them by the Board. ~~If the vice president/secretary presides over a meeting in the absence of the president, the vice president/secretary shall appoint a secretary to take notes during that meeting.~~

C. Removal. Any officer may be removed with or without cause by the affirmative vote of a majority of the Board.

ARTICLE V

Indemnification

Section 1. Authorization.

A. In the event that any person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding seeks indemnification from the Corporation against expenses (including attorneys' fees) and, in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a trustee, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit, or for profit), partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine or cause to be determined in the manner provided in Section 1702.12(E)(4) of the Ohio Revised Code whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in divisions (E) (1) and (E) (2) of Section 1702.12 of the Ohio Revised Code and, to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

B. Expenses, including attorneys' fees, incurred by a trustee, director, officer, employee, agent or volunteer in defending any action, suit or proceeding referred to in Paragraph A of this Section may be paid by the Corporation as they are incurred in advance of the final disposition of such action, suit or proceeding, as authorized by the trustees in the specific case upon receipt of an undertaking by or on behalf of the trustee, director, officer, employee, agent or volunteer to repay such amount if it ultimately is determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article.

C. The indemnification authorized by Paragraph A of this Section shall not be deemed exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the articles, the regulations, any agreement, vote of members or disinterested trustees, or otherwise, both

as to action in their official capacities and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a trustee, director, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

D. For purposes of this Article, the term "volunteer" is used as defined by Chapter 1702 of the Ohio Revised Code, as amended.

E. The provisions of Section 1702.12(E)(5)(a)(i) applicable to automatic advance payment of expenses shall not apply to this Corporation.

Section 2. Insurance. The Corporation, to the extent permitted by Chapter 1702 of the Revised Code of Ohio, may purchase and maintain insurance or furnish similar protection including, but not limited to, trust funds, letters of credit or self-insurance for or on behalf of any person who is or was a trustee, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit, or for profit), partnership, joint venture, trust or other enterprise.

Section 3. Limitation. Anything to the contrary notwithstanding, the Corporation shall not indemnify trustees or officers or other persons or entities, pay their expenses in advance or pay insurance premiums on their behalf if such indemnification payment, advance expense payment or payment of insurance premium shall constitute a violation of any provision of the Internal Revenue Code of 1986, as amended, applicable to a private foundation as defined in Section 509(a) of said Code (or the corresponding provisions of any applicable future United States internal revenue law).

ARTICLE VI

Fiscal Year

The fiscal year of the Corporation shall be the twelve month period ending on the last day of December.

ARTICLE VII

Record of Members and Trustees

The secretary of the Corporation shall keep or cause to be kept a book, which may be included in and be a part of the book containing the minutes of meetings of members and of trustees, in which shall be written in ink or typed the names of all members and trustees, together with the last known address of each member and trustee. There shall also be stated therein the date upon which each member or trustee became such, and upon the termination of any membership or trusteeship for any cause, the facts relating thereto shall be recorded in said book, together with the date of such termination. It shall be the duty of every member and trustee, upon becoming such, to furnish forthwith to the secretary of the Corporation, for inclusion in such record, his or her then address, and likewise to report promptly to the secretary for inclusion in such record any change in any such address.

ARTICLE VIII

Amendments

These Regulations may be amended or repealed by the members by a majority vote at any meeting scheduled pursuant to the provisions of Article I herein, or by mail [or email](#) or [online ballot](#), pursuant to the provisions of Article I herein.

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Amended {date}