

**CODE OF REGULATIONS**  
**OF**  
**THE FBI CITIZENS ACADEMY FOUNDATION OF CLEVELAND**

**Adopted: November 19, 2004**  
**Effective: November 19, 2004**

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**ARTICLE I**  
**MEMBERS**

**Section 1. Designation of Members.** The membership of the FBI Citizens Academy Foundation ("Corporation") at any time shall consist solely of persons who have graduated from the FBI Citizens Academy and meet the criteria set out in Article I, Section 2 ("Member").

**Section 2. Member Criteria.** In order to attend and graduate from the FBI Citizens Academy as required for Membership, applicants to the academy must be selected by the Special Agent in Charge of the Cleveland Division of the FBI ("SAC") from among those who meet the following criteria: (i) be a recognized business, religious, or community leader; (ii) live and/or work within the jurisdiction of the Cleveland FBI Field Office; (iii) be at least eighteen years of age; (iv) have no prior felony or serious misdemeanor conviction; (v) have no misdemeanor or felony arrest within six months of application; (vi) satisfactorily complete a security check and obtain clearance from the SAC; (vii) sign a non-disclosure of information agreement; and (viii) be appointed to the academy by the Special Agent in Charge of the Cleveland Division of the FBI as set out in Article III, Section 6.

**Section 3. Privileges; Obligations.** As is determined by the Board of Directors from time to time, each Member in good standing shall have the following privileges: (i) to attend and participate in annual and special meetings; (ii) to join in recommendations of the Board of Directors with respect to carrying out the goals and purposes of the Corporation; (iii) to

receive reports from the Board of Directors with respect to the affairs of the Corporation; and (iv) to serve as a member on any committee of the Corporation, the membership of which is not restricted to Directors, if so elected or appointed.

Each Member in good standing shall pay annual contribution in the amount as is fixed by the Board of Directors from time to time, by the fifth day of June in response to a notice sent by the Corporation by the 30<sup>th</sup> of April. A "Member in good standing" is defined as one who, among other things, has paid his or her annual contributions.

. **Termination of Membership; Reinstatement; Resignation.** The Board of Directors, by an affirmative vote of two-thirds of its members, may terminate, suspend, or expel a Member upon determining that satisfactory evidence exists that such Member's activities are not in keeping with the spirit and objectives of the Corporation. Upon written request signed by a terminated or expelled Member and filed with the Secretary, the Board of Directors may, by an affirmative vote of two-thirds of its members, reinstate such former Member to full membership under such terms as the Board of Directors may deem appropriate. Reinstatement of a suspended Member may be made by a majority vote of all Directors present at any meeting.

Any Member may resign by filing a written notice of resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any contributions, assessment, or other charges theretofore accrued and unpaid.

**5. Certificates or Cards of Membership.** The Board of Directors may provide for the issuance of certificates or cards evidencing membership in the Corporation. The form of any such card or certificate may be determined by the Board of Directors from time to time and its appearance shall be subject to review by the FBI. If the Board of Directors has provided for the issuance of such certificates or cards of membership under provisions of this Article I, Section 5, once a Member has paid any required contributions, a certificate or card of membership shall be issued in that Member's name. Such certificates or cards shall be signed by the Chair of the Corporation or a Vice Chair and by the Secretary or an Assistant Secretary, if any, and shall be sealed with the seal of the Corporation, if any. The name and address of each Member and the date of issuance of the certificate or card shall be entered onto the records of the Corporation and if any such certificate or card shall become lost, mutilated, or destroyed, a new certificate or card may be issued to the Member under such terms and conditions as the Board of Directors shall determine. All such certificates or cards shall be property of the Corporation and upon termination or resignation of any member shall be returned to the Chair.

**Section 6. Special Meetings.** Special meetings of the Members may be called by the Chair of the Corporation or, in the case of the Chair's absence, death, or disability, the Vice Chair, or by the Board of Directors by action at a meeting, or by one-third of the Directors acting without a meeting. A special meeting shall take place at such time and place as those calling the meeting shall determine.

## ARTICLE II DIRECTORS

**Section 1. Authority and Duties.** Except as otherwise provided in these Regulations the Board of Directors shall have general supervision and charge of the property, affairs, and finances of the Corporation. Without limiting the generality of the foregoing, the Board of Directors shall elect the officers of the Corporation. Except as otherwise excluded or restricted by these Regulations or the Corporation's Articles of Incorporation, the Board of Directors shall have and exercise such additional powers as may be enjoyed and exercised by law.

**Section 2. Number, Term of Office, Election, Qualifications, Compensation, Removal, Resignation, Voluntary Suspension of Directors.** The number of Directors shall be fixed from time to time by the Members but shall be no less than three and no more than twenty.

Directors shall be elected by a two-thirds vote of the Board of Directors to serve for two-year terms.. No person shall be eligible for re-election as a Director following the completion of two consecutive terms; provided that after a lapse of at least one year following completion of two consecutive terms, such individual may again be eligible for election as a Director without regard to prior service as such. Any current Director, who as of December 31, 2014, has served six years or more, shall conclude their service as a Director on December 31, 2014.

Directors who were elected in 2013 or earlier shall be deemed to commence their second term on January 1, 2015. Those directors elected in 2014 shall be deemed to commence their first term on January 1, 2015.

The Immediate Past Chair shall continue to serve as Director for at least one year or longer at the pleasure of the Board Chair. Any Director who presently serves on the FBINCAAA shall remain a Director for one year or longer at the pleasure of the Board Chair.

A Director's term of less than two years shall be considered to be a full two-year term for purposes of applying this term limitation. An individual who is elected as an officer of the Corporation and who, by reason of this term limitation, is otherwise ineligible to be re-elected as a Director, shall nonetheless, by reason of his or her election as an officer, automatically continue to serve as a Director for the duration of his or her term of office as an officer. Directors' terms shall be staggered so that no more than one-half plus one of the full number of Directors is elected each year.

Only Members who are in good standing pursuant to the provisions of Article I may serve as Directors. Notwithstanding his or her status as a Member, no agent or other person actively employed by the Federal Bureau of Investigation ("FBI") may at any time serve as a Director of the Corporation. All Directors shall serve on a voluntary basis and no Director may receive compensation from the Corporation for serving on the Board of Directors.

Any Director at any time may be removed from office for any cause deemed sufficient by the Board of Directors, by majority vote of the full number of Directors acting at a meeting of the Board of Directors. Vacancies on the Board of Directors caused by death,

resignation, removal from office, or any other cause other than the expiration of a term shall be filled by majority vote of the Directors then in office for the unexpired portion of the term.

Any Director may resign at any time by submitting a written notice of resignation to the Corporation, with such resignation becoming effective at such time as the Corporation receives the written notice.

Any Director who learns that he or she, or any corporation or entity subject to his or her control, is the subject or target of any criminal law enforcement investigation shall immediately notify the Chair in writing of such investigation and voluntarily suspend his or her position as a Director until such investigation has been concluded.

**Section 3. Statement of Expectations.** Membership on the Board of Directors carries moral, ethical, and fiduciary responsibility. All Directors of the Corporation are expected to review, accept and embrace the written Statement of Board Expectations as may be amended from time to time. Review and acceptance will be signified by each Director's signature on the Statement of Expectations, such signature to be collected by the Board Secretary at the first meeting of any new Board member and then annually for each and every Board member. Any Board member who is unable or unwilling to affirm the Statement of Expectations shall no longer be able to serve on the Board.

**Section 4. Annual Organization Meeting.** The annual organization meeting of the Board of Directors shall take place at such time and on such date each year as the Board of Directors or the Chair shall determine, at the principal offices of the Corporation or at such other place within or without the State of Ohio as the Board of Directors or the Chair shall determine. The purpose of the annual organization meeting shall be to elect the officers of the Corporation whose terms are expiring, to receive the reports of officers and committees of the Board of Directors or the Corporation, and to transact such other business as may properly come before the meeting.

**Section 5. Regular Meetings.** Regular meetings of the Board of Directors shall be held on such dates and at such times as the Board of Directors or the Chair shall determine. Regular meetings shall be held at the principal offices of the Corporation or at such other place within or without the State of Ohio as the Board of Directors or the Chair shall determine. The purposes of regular meetings of the Board of Directors shall be to consider and act upon any matters which are proper subjects for action by the Board of Directors.

**Section 6. Notice of Meetings.** Not less than five days before the date fixed for an annual organization, regular, or special meeting of the Board of Directors, written notice stating the date, time, place, and, in the case of a special meeting the purposes of the meeting, shall be given by or at the direction of the Chair or those Directors calling the meeting. The notice shall be given to the Board of Directors by mail, hand delivery, or email at the respective addresses appearing on the records of the Corporation.

**Section 7. Quorum.** One quarter of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided, however, that no action required by law or by the Articles of Incorporation or these Regulations to be authorized or taken by a designated proportion or number of Directors may be authorized or taken by a lesser proportion or number.

**Section 8. Voting Rights of Directors; Presumption of Assent.** Each Director shall be entitled to one vote upon any matter properly submitted to the Directors for their vote and no Director shall have veto power. Notwithstanding any provision of the Ohio Nonprofit Corporation Law now or hereafter in force requiring the vote or consent of the Directors of the Corporation for the authorization or taking of any action, such action may be authorized or taken only by a majority vote or consent of the Directors present at a meeting at which a quorum is present unless otherwise expressly required by law, the Articles of Incorporation, or these Regulations.

A Director who is present at a meeting of Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to that action unless (i) his or her dissent is entered into the minutes of the meeting; (ii) he or she files his or her written dissent of such action with the Secretary before the adjournment of that same meeting; or (iii) he or she forwards such dissent by registered or certified mail to the Secretary of the Corporation before 5:00 p.m. of the next day which is not a holiday, Saturday, or Sunday after the adjournment of the meeting. Such right of dissent shall not apply to a Director who voted in favor of the action at issue.

**Section 9. Waiver of Notice.** Notice of the time, place, and purposes of any meeting of the Board of Directors may be waived in writing either before or after the holding of the meeting. The attendance of any Director at any meeting (or participation at a meeting held through the use of telephone or other communications equipment) without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the Director of notice of the meeting.

**Section 10. Action Without a Meeting.** Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, the Directors governed under the same rules as actions during a Meeting (e.g., when a quorum is reached, majority or all affirmative vote), which writing or writings shall be filed with or entered upon the records of the Corporation. Any such vote and writings may be electronic in nature.

**Section 11. Meetings by Means of Communications Equipment.** Meetings of the Board of Directors may be held through the use of any telephone or other communications equipment if all persons participating can hear each other, and participation in a meeting pursuant to this Article II, Section 11, shall constitute presence at such meeting.

### **ARTICLE III** **COMMITTEES**

**Section 1. Formation of Committees of the Board of Directors; Power of Committees.** The Chair from time to time may elect or appoint committees comprised of a portion of its members. The committees shall serve at the pleasure of the Board of Directors and shall have such authority and perform such duties as from time to time may be determined by the Board of Directors. Any committee of the Board of Directors may act by a majority of its members, and any act or authorization of any act by a committee of the Board of Directors within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Board of Directors. From time to time, the Chair may appoint Members other than Directors to participate on committees of the Board of Directors in an advisory capacity. Such Members participating in an advisory capacity shall not be entitled to vote, and they shall not be counted for quorum purposes. The Chair shall announce members (Directors and/or Members) of all committees upon their formation at the next available Regular Board Meeting to the other Directors.

**Section 2. Action without a Meeting.** Any action which may be authorized or taken at a meeting of any committee of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, all of the members of the committee, which writing or writings shall be filed with or entered upon the records of the Corporation.

**Section 3. Executive Committee.** Unless otherwise determined by the Board of Directors, the Board may form an Executive Committee comprised of the Chair, the Vice Chair, the Secretary, the Treasurer, and such other Directors as the Chair shall determine; provided, however, that the Executive Committee shall have a minimum of three members. The Chair of the Corporation shall be the Chair of the Executive Committee. The Executive Committee shall act in the intervals between meetings of the Board of Directors and, except to the extent determined otherwise by the Board of Directors, shall have all authority of the Board of Directors except the authority to remove Directors and to fill vacancies on the Board of Directors. Subject to the aforesaid exceptions, any person dealing with the Corporation shall be entitled to rely upon any act or authorization of an act by the Executive Committee to the same extent as an act or authorization by the Board of Directors. The Executive Committee shall keep full and complete records of all meetings and actions, which shall be reported to, and open to inspection by, the Board of Directors. Unless otherwise ordered by the Board of Directors, and subject to Article III, Sections 1 and 2, the Executive Committee may prescribe its own rules and procedures for calling and holding meetings and taking actions.

**Section 4. Advisory Committees.** The Board of Directors from time to time may also appoint committees to review, study, and advise the Board on various matters. Such advisory committees may include as members individuals who are not Directors; provided however, such advisory committees shall not be permitted to act for the Board of Directors and the acts of such advisory committees shall not be considered as acts of the Board of Directors or any committee thereof.

**Section 5. Other Named Committees, Terms, Members, Chairs, Vacancies, Rules, Supervision.** The Chair shall appoint a Governance Committee, which includes Nominating, and such other committees as it from time to time deems appropriate, and unless otherwise specified by these Regulations the Board of Directors shall determine and may modify

the powers and duties of any such committee. Unless otherwise specified by the Chair of the Corporation or the Board of Directors, the term of appointment to these committees shall be for one year. Subject to the provisions of Article III, Sections 7 and 8, some members of each committee may be non-Director Members of the Corporation; but only a member of the Board of Directors who has been appointed by the Chair of the Corporation may serve as Chair of any committee. A vacancy on any committee shall be filled in the same manner in which the initial appointment was made. Each committee may adopt rules for its own government not inconsistent with these Regulations, rules adopted by the Board of Directors, or the purposes of the Corporation. All committee actions shall be subject to review, control, direction, and approval by the Board of Directors.

**Section 6. Governance Committee.** The Governance Committee shall be composed of members of the Board of Directors appointed by the Chair of the Corporation and one of whom shall be an FBI representative appointed by the SAC. The Governance Committee shall be responsible for preparing a slate of nominees for election to the Board of Directors and to the offices of the Corporation. Preparation of the slate of nominees shall begin no later than two months before the close of the Corporation's fiscal year, be completed by the close of the fiscal year, and result in a slate of one nominee for each position to be filled. The Governance Committee shall also be responsible for submitting to the Board of Directors names of candidates to be considered to fill any vacancies on the Board or among the Officers as may occur. Unless inconsistent with other provisions of these Regulations, the Governance Committee may nominate existing Officers and Directors for reelection. The previous sentence notwithstanding, the Governance Committee shall adhere to the following principles when preparing the slate of nominees: (i) there shall be no stated or presumed expectation that an officer will ascend from one office to another; (ii) the committee shall attempt to ensure as much diversity and inclusion on the slate of nominees as is consistent with the best interests of the Corporation; and (iii) the committee shall accept input regarding composition of the slate of nominees from any member of the Board of Directors.

**Section 7. Chair's Membership on Committees.** Unless he or she from time to time decides otherwise, the Chair shall be a voting member of all committees formed or appointed by the Board of Directors.

#### **ARTICLE IV** **OFFICERS**

**Section 1. Election and Designation of Officers.** The Officers of the Corporation shall be elected by the Board of Directors from among the Directors selected by the Governance Committee to serve in the following offices: Chair, one or more Vice Chairs, a Secretary, and a Treasurer. Except for the offices of Chair and Secretary, any two or more offices may be held by the same person but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if the instrument is required to be executed, acknowledged, or verified by two or more officers.

**Section 2. Term of Office; Vacancies.** The Officers of the Corporation shall hold office for two years and until their successors are elected, except in case of resignation, removal from office, or death. The Board of Directors may remove any officer at any time with or without cause by a majority vote of the full number of Directors then in office. Any vacancy in any office may be filled by the Board of Directors.

**Section 3. Duties.** The Chair shall be the Chief Executive Officer of the Corporation and shall preside at all meetings of the Members, of the Board of Directors, and of the Executive Committee, if any. Subject to the direction of the Board of Directors, the Chair shall have general supervision over the affairs of the Corporation. The Chair may execute all authorized deeds, mortgages, contracts, and other obligations in the name of the Corporation and shall have such other authority and shall perform such other duties as may be determined by the Board of Directors. Officers other than the Chair shall have such authority and perform such duties as are customarily incident to their respective offices or as may be specified from time to time by the Directors, regardless of whether such authority and duties are customarily incident to such office.

**Section 4. Other Officers.** The Board of Directors may elect such other officers as it determines necessary, and those officers shall have such authority and perform such duties as may be determined by the Board of Directors.

**ARTICLE V**  
**CORPORATION POWERS AND**  
**FINANCIAL AUTHORITY**

**Section 1. Affiliations.** The Corporation shall have the authority to become a member of any nonprofit corporation or a shareholder in any for-profit corporation by a majority vote of the Board of Directors at any duly called and convened meeting, but may become a shareholder in a for-profit corporation without such vote if not in violation of any provision of its Articles of Incorporation. The action of the Corporation as a member or shareholder shall be determined by a majority vote of the Board of Directors at any duly called and convened meeting.

**Section 2. Restrictions on Powers.** Except upon the affirmative vote of at least a majority of all of the Directors in office, given at any special or regular meeting of the Board of Directors, (i) no sale, conveyance, or lease shall be made of any real property of the Corporation and (ii) no mortgage, pledge, encumbrance, lien, or charge of any kind shall be created or assumed upon any real property of the Corporation, whether now owned or hereafter acquired, except liens for taxes not yet due or which are being contested in good faith by appropriate proceedings.

Except upon the affirmative vote of at least a majority of all Directors in office, given at any special or regular meeting of the Board of Directors, the Corporation shall incur no debt for borrowed money.

The Corporation shall not lend money to, nor guarantee any obligation of, nor otherwise assist an officer or other employee of the Corporation, including an officer or an



employee who is a Director of the Corporation. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment of the loan.

**Section 3. Contracts.** Except upon the approval of the Board of Directors the Corporation shall not (i) enter into any contract for performance of professional or administrative services to or for the Corporation, whether the relationship is one of employment, independent contractor, or otherwise, for a stated term in excess of one year unless the contract is by its terms terminable by the Corporation without cause and without continuing obligation, financial or otherwise, on not more than ninety days' notice; or (ii) enter into any contract or commitment not covered by this Section 3, subsection (i) if the contract is for a stated term in excess of one year, obligates the Corporation for an amount in excess of the amount then remaining in the Corporation's budget for items or services acquired pursuant to the contract, or is for the acquisition of products or services not in the ordinary course of the corporation's business.

**Section 4. Officers' Financial Authority.** The Board of Directors may from time to time authorize the Chair or any other officer of the Corporation: (i) on behalf of the Corporation, to open and make withdrawals from and deposits to banking and checking accounts in any and all banks and financial institutions; to rent and have access to safe deposit boxes; and to open and maintain escrow, custody, safekeeping and agency deposits or accounts; (ii) by written instrument, signed for and on behalf of the Corporation, to authorize additional agents of the Corporation to exercise all or any part of the powers contained in this Section 4, subsection (i), and to limit, change and terminate all or any part of such authorization; (iii) by written instrument, signed for and on behalf of the Corporation, to authorize and designate the character and extent of the authorized use of facsimile signatures by any one or more of the authorized signatories of the Corporation on instruments of payment or withdrawal against any banking or checking account of the Corporation; or (iv) to certify from time to time the names and titles of the officers of the Corporation; statements relating to the structure, status, and financial condition of the Corporation, and the genuineness of the signatures, whether actual or facsimile, of the officers and authorized agents of the Corporation.

**Section 5. Handling of Accounts.** Any banking or checking account opened and established for and on behalf of the corporation, as provided in Section 4 of this Article V, shall be maintained and handled under the conditions, rules, and regulations prescribed by the bank or financial institution in which the same may be maintained, subject also to such limitations and restrictions, if any, as the Board of Directors may from time to time impose.

**Section 6. Deposits.** Any funds of the Corporation represented by checks, drafts, notes, or other evidences of payment or of debt may be endorsed for credit and deposited in any of its said banking or checking accounts by written or stamped endorsement of the corporation, without designation of the officer or agent making the endorsement, unless the Board of Directors, the Chair, or the Treasurer of the Corporation shall otherwise direct by notice in writing to the particular bank or financial institution involved.

**Section 7. Documentation.** The Chair, the Treasurer, the Secretary, or any Assistant Secretary of the Corporation, for and on its behalf, shall be fully authorized and empowered to prepare, certify, and deliver copies of these Regulations, and of any and all

resolutions of the Board of Directors relating to or affecting the provisions of these Regulations, and shall be authorized to certify whether or not any such resolutions have been adopted by the Board of Directors; any bank or financial institution shall be fully warranted and protected in relying upon any certification and upon any instrument of appointment, notice, or advice signed by any one of said officers, pursuant to the provisions of these Regulations.

**Section 8. Certification of Authority.** The officers empowered to act pursuant to these Regulations shall be those in office from time to time; and any certification, instrument of appointment, notice, or advice signed by any one of said officers, at the time certified to be in office, shall continue to remain in full force and effect, notwithstanding the expiration of his or her term of office, unless and until the bank or financial institution relying on the same shall have actually received written notice to the contrary.

**ARTICLE VI**  
**LIMITATION OF LIABILITY IN DAMAGES**  
**AND INDEMNIFICATION**

**Section 1. Limitation of Liability in Damages of a Director.** Other than in connection with an action or suit in which the only liability asserted against a Director is for voting for or assenting to a statutorily proscribed assets distribution or loan (a "Statutorily Proscribed Act"), a Director of the Corporation shall be liable in damages for any action he or she takes or fails to take as a Director only if it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission either undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation.

**Section 2. Third Party Action Indemnification.** To the extent funds are available from insurance proceeds, Corporation shall indemnify 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, including all appeals (other than an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that he or she is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation and that, with respect to any criminal action or proceeding, he or she had reasonable cause to believe his or her conduct was unlawful; 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, constitute such proof.

**Section 3. Derivative Action Indemnification.** Other than in connection with an action or suit in which the liability of a Director for voting or assenting to a Statutorily

Proscribed Act is the only liability asserted, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, 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 or officer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation, except that the Corporation shall indemnify him or her to the extent the court in which the action or suit was brought determines upon application that, despite the proof but in view of all the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**Section 4. Determinations of Indemnification Rights.** Any indemnification under Section 2 or Section 3 of this Article VI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the trustee, director or officer is proper in the circumstances. The determination shall be made (a) by a majority vote of those Directors who in number constitute a quorum of the Directors and who also were not and are not parties to or threatened with any such action, suit, or proceeding or (b), if such a quorum is not obtainable (or even if obtainable) and a majority of disinterested Directors so directs, in a written opinion by independent legal counsel compensated by the Corporation, or (c) by the court in which the action, suit, or proceeding was brought.

**Section 5. Advances of Expenses.** Unless the action, suit, or proceeding is one in which the liability of a Director for voting for or assenting to a Statutorily Proscribed Act is the only liability asserted, expenses (including attorneys' fees) incurred by the Director or officer of the Corporation in defending any action, suit, or proceeding referred to in Section 2 or 3 of this Article VI shall be paid by the Corporation, as they are incurred, in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Director or officer in which he or she agrees both (a) to repay the amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation and (b) to cooperate with the Corporation concerning the action, suit, or proceeding.

**Section 6. Purchase of Insurance.** The Corporation may purchase and maintain insurance or furnish similar protection, including, but not limited to, trust funds, letters of credit, and self-insurance, for or 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 trustee, director, officer, employee, agent, or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, 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 power to indemnify him or her against liability under the provisions of this Article VI or of the Ohio Nonprofit Corporation Law. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

**Section 7. Heirs; Non-Exclusivity.** The limitation of liability in damages and the indemnification provided by this Article VI shall continue as to a person who has ceased to be a trustee, director, or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person and shall not be deemed exclusive of, and shall be in addition to, any other rights granted to a person seeking indemnification as a matter of law or under the Articles of Incorporation, these Regulations, any agreement, or any insurance purchased by the Corporation, or pursuant to any vote of the Members or disinterested Directors, or by reason of any action by the Board of Directors to take into account amendments to the Ohio Nonprofit Corporation Law that expand the authority of the Corporation to indemnify a trustee, director, or officer of the Corporation, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding an office or position.

**Section 8. No Mandatory Indemnification of Volunteers.** Section 1702.12(E)(5) of the Ohio Nonprofit Corporation Law shall not apply to the Corporation to the extent that it requires the indemnification of volunteers (as that term is defined in Section 1702.01(M) of the Ohio Nonprofit Corporation Law) other than Directors or officers of the Corporation or trustees, directors, or officers of another domestic or foreign nonprofit corporation or corporation for profit, or partnership, joint venture, employee benefit plan, trust, or other enterprise serving at the request of the Corporation.

## **ARTICLE VII** **AMENDMENTS**

These Regulations of the Corporation may be amended, or new Regulations may be adopted, by the affirmative vote of not less than a majority of the full number of Directors at a meeting held for that purpose or, without a meeting, by the written consent of not less than three-fourths of the full number of Directors. At least one week's advance notice of the intention to amend or adopt new Regulations must be provided in writing to all Directors of the Corporation.

## **ARTICLE VIII** **MISCELLANEOUS**

**Section 1. Membership Book.** The Secretary of the Corporation shall keep or cause to be kept a membership book as required by law separately identifying the names, addresses, email addresses and telephone numbers of Graduate Members.

**Section 2. Background Check.** All Directors of the Corporation and all officers and committee members and members of the Corporation must submit to a periodic background check sufficient to assure the Corporation that such person does not possess a prior felony or serious misdemeanor conviction. Any person suspected of possessing a prior felony or serious misdemeanor criminal record will be suspended from participation in all activities associated with the Corporation until clearance is granted.

**Section 3. Fiscal Year.** The Corporation's fiscal year shall be from the first day of January to the last day of December of the same year but may from time to time be changed by the Board of Directors.

**Section 4. Articles of Incorporation Control.** In the event that any provision of these Regulations shall be inconsistent with the Articles of Incorporation, the Articles of Incorporation shall govern.