

BYLAWS
OF THE
BOARD OF TRUSTEES
OF
CUYAHOGA ARTS AND CULTURE

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ARTICLE I
Definitions

Section 1.1. Definitions of Words and Phrases. The following words and phrases used in these Bylaws are used with the following meanings.

“Area Arts Council” means an area arts council as defined in ORC Section 757.03, which provides that an area arts council is an organization incorporated under ORC Section 1702.0 to 1702.58, without purpose of profit to any private member or individual, for the purpose of fostering and encouraging the development of the arts, including but not limited to, literature, theater, music, the dance, painting, sculpture, photography, architecture, and motion pictures.

“Arts or Cultural Organization” has the meaning given in ORC Section 3381.01(A), which defines an arts or cultural organization to be (1) any corporation, organization, association, or institution that (a) provides programs or activities in areas directly concerned with the Arts or Cultural Heritage, and (b) is not for profit and whose net earnings may not lawfully inure to the benefit of any private shareholder, member, or individual, and (2) any arts or cultural council that is not for profit and whose net earnings may not lawfully inure to the benefit of any private shareholder, member or individual.

“Arts or Cultural Heritage” has the meaning given in ORC Section 3381.01(B), which defines arts or cultural heritage to include, but not be limited to, literature, theater, music, dance, ballet, painting, sculpture, photography, motion pictures, architecture, archaeology, history, natural history, or the natural sciences.

“Board” or “Board of Trustees” means the Board of Trustees of CAC.

“CAC” means Cuyahoga Arts and Culture, the regional arts and cultural district established under authority of ORC Section 3381.04 and Resolution No. 052402 adopted by the Commissioners on June 16, 2005. The initial name of CAC was the “Cuyahoga County Arts and Culture District”. By Resolution No. 062633 adopted by the Commissioners on June 29, 2006, the name of CAC was changed to “Cuyahoga Arts and Culture.”

“Commissioners” refers to the Board of County Commissioners of Cuyahoga County, Ohio.

“County” refers to Cuyahoga County, Ohio, the territory comprising CAC as an arts and culture district under ORC Chapter 3381.

“County Officials” means (i) prior to January 2011, the Commissioners, and (ii) on and after the effective date in January 2011 of the Charter of Cuyahoga County, the County Executive or the County Council, as the case may be.

“ORC” means the Ohio Revised Code.

“Qualifying Arts or Cultural Organization” has the meaning given in ORC Section 3381.01(F), which defines a qualifying arts or cultural organization to be any Arts or Cultural Organization as defined in ORC Section 3381.01(A) whose income is exempt from federal income taxation, has been in existence for at least three years or is a successor to any arts or cultural organization which had been in existence for at least five years, and has a permanent and viable base of operations within the territory of the governmental entity or entities creating the regional arts and cultural district under ORC Sections 3381.03 or 3381.04.

“State” means the State of Ohio.

“Trustee” or “Trustees” means a member of the Board of Trustees of CAC.

Section 1.2. Rules of Interpretation. Words and phrases that are defined in ORC Chapter 3381 cannot be amended except by action of the General Assembly of the State amending those provisions of the Ohio Revised Code. Any reference to a section or provision of the ORC or other laws shall include such section or law as from time to time amended. References in these Bylaws to the masculine gender include the feminine gender.

ARTICLE II **Legal Status**

CAC is a political subdivision of the State and a body corporate. (ORC Section 3381.02) CAC was created as a regional arts and cultural district by Resolution No. 052402 adopted by the Commissioners on June 16, 2005 under authority of ORC Section 3381.04. Its territory is Cuyahoga County.

ARTICLE III
Board of Trustees

Section 3.1. Powers. All the power and authority granted to CAC as a regional arts and cultural district under ORC Chapter 3381 shall be vested in and exercised by the Board of Trustees. (ORC Section 3381.06) Without relief of such responsibility, the Board may delegate specific powers to officers of the Board and employees of CAC to the extent permitted by law.

Section 3.2. Number and Qualifications of Trustees. There shall be five members of the Board of Trustees appointed by the County Officials. (ORC Section 3381.04) The County Officials shall consider for appointment as Trustees, but are not required to appoint, persons nominated by the Area Arts Council. (ORC Section 3381.05) All members of the Board of Trustees shall be persons who have broad knowledge and experience in the Arts or Cultural Heritage and who are qualified electors in Cuyahoga County. (ORC Section 3381.05) At least two members of the Board of Trustees shall be persons who devote a major portion of their time to practicing, performing, or teaching any of the arts or who are professional administrators in any field of the Arts or Cultural Heritage. (ORC Section 3381.05) Each Trustee shall affirm that he will honestly, faithfully, and impartially perform the duties of his office.

Section 3.3. Terms of Office. Each Trustee shall serve a term of three years. However, any person appointed to fill a vacancy shall be appointed to only the unexpired term. Any Trustee is eligible for reappointment. (ORC Section 3381.05) Terms of office shall begin on April 1 (except for the terms of persons appointed to fill vacancies) and shall end on March 31.

Section 3.4. Resignation and Removal. Any Trustee may resign by submitting his resignation in writing delivered to the Executive Director. A copy of such written notice of resignation shall promptly be delivered by the Executive Director to the other Trustees and to the appropriate County Official(s). Such resignation shall take effect immediately or at such other time as the resigning Trustee may have specified in the written notice of resignation. Any Trustee may be removed by the appropriate County Official(s) for misfeasance, nonfeasance, or malfeasance in office. (ORC Section 3381.05)

Section 3.5. Vacancies. A vacancy on the Board shall exist upon the death, incapacity, resignation, removal, or expiration of term of any Trustee. The County Officials(s) shall appoint a Trustee to fill the vacancy consistent with the

requirements of ORC Section 3381.05. That Trustee shall serve a term equal to the unexpired term of the person who caused the vacancy.

Section 3.6. Compensation. Trustees shall not receive compensation for their service as Trustees. Reimbursement of reasonable expenses incurred by Trustees in the performance of their duties shall be provided by CAC to the Trustees.

ARTICLE IV **Officers**

Section 4.1. Officers. The officers of the Board shall be the President and the Vice President, who shall be elected at each annual meeting of the Board and who shall hold their respective offices until the next annual meeting of the Board. (ORC Section 3381.051) In addition, a Secretary shall be elected at each annual meeting of the Board. The annual meeting shall be scheduled as provided in Section 7.3.

Section 4.2. President. The President shall preside at all meetings of the Board; shall perform all applicable duties commonly incident to the position of chair of a board or commission of a public body or public agency in the State. The President shall perform such other duties and have such other authority as may be provided from time to time by the Board.

Section 4.3. Vice President. The Vice President shall perform the duties of the President during the absence of the President or the inability of the President to perform his duties; shall preside at all meetings of the Board in the absence of the President or when the President shall for any reason vacate the office; and shall perform such other duties and have such other authority as may be provided from time to time by the Board. When performing the duties and having the authority of the President, the Vice President shall have all powers of the President.

Section 4.4. Secretary. The Secretary shall keep accurate records of the proceedings at meetings of the Board, and shall have custody of and maintain all minutes, resolutions, records, documents and files of the Board. The Secretary shall certify any such minutes, resolutions, records or documents as true and exact copies. The Board may provide for an employee of CAC to assist the Secretary in the performance of his duties. The Board shall adopt rules for compliance with the laws of the State concerning the availability of public records.

Section 4.5. Resignation. Any officer of the Board may resign his position as such officer by giving written notice of such resignation to the President, provided that in the event of resignation of the President, such written notice shall be given to the Vice-President. Such resignation shall be effective as of the date stated in such resignation, or if there be no such date stated, then as of the date of its receipt by the proper officer. Notice of any such resignation shall promptly be transmitted to the Board by the officer receiving such resignation, but no such resignation shall require acceptance by the Board.

Section 4.6. Removal. All officers who serve at the pleasure of the Board shall be subject to removal by the Board at any time.

Section 4.7. Vacancies. A vacancy in any office of the Board shall be filled by the Board for the unexpired term of such officer.

ARTICLE V **Executive Director and Staff**

Section 5.1. Executive Director. The Board of Trustees shall appoint and fix the compensation of a person to serve as Executive Director. (ORC Section 3381.051) The Executive Director shall not be a member of the Board of Trustees and shall serve at the pleasure of the Board of Trustees. (ORC Section 3381.051) The Executive Director shall be the chief executive officer of CAC and shall exercise general supervision over the conduct of CAC's programs and activities in accordance with the policies and procedures established by the Board. The Board shall evaluate the Executive Director's performance not less frequently than once a year. For that purpose the Board shall meet in executive session without the Executive Director in attendance to discuss and evaluate the Executive Director's performance and compensation. Thereafter the Chair or Vice Chair of the Board shall meet with the Executive Director to review with the Executive Director the Board's evaluation.

Section 5.2. Executive Director is Fiscal Officer. The person serving as Executive Director of CAC shall be the fiscal officer of CAC. (ORC Section 3381.051) As fiscal officer, the Executive Director shall maintain all financial records of CAC, shall have the care and custody of the funds of CAC and shall deposit and invest the funds of CAC in accordance with applicable laws of the State and the investment policy adopted by the Board.

Section 5.3. Executive Director Authority Over Staff. The Executive Director shall recommend to the Board the employment, classification and compensation of any person to be employed by CAC. The Executive Director shall be responsible for the proper day-to-day direction, supervision and evaluation of all persons employed by CAC and shall do so in a manner consistent with the policies and procedures established by the Board. The Executive Director shall have authority to appoint, promote, demote, dismiss and take any other personnel action without prior approval of the Board provided that any such personnel action is reported to the Board at its next regular or special meeting and is approved by the Board.

ARTICLE VI
Advisory Committees

The Board of Trustees may establish advisory committees, from time to time, to study issues of concern to the Board or to obtain advice and recommendations from others concerning any matter requested by the Board to be reviewed by the committee so established. Persons serving on any such committees shall have such knowledge and experience as the Board deems appropriate for the purpose for which the advice is sought. The Board shall by resolution establish the composition of the committee, terms of service of each member of the committee, the procedures for the conduct of the committee's activities and meetings and other matters relating to the committee's work.

ARTICLE VII
Meetings

Section 7.1. Quorum. A majority of the Trustees shall constitute a quorum for a meeting of the Board of Trustees. The concurrence of a majority of a quorum shall be sufficient for any action taken by the Board. A Trustee must be present in person at a meeting to be considered present or to vote at the meeting and for purposes of determining whether a quorum is present. (ORC Section 121.22 (C))

Section 7.2. Place of Meetings. All meetings of the Board shall be held at such place as may be designated by the Board at a preceding meeting of the Board, or as may be designated in the notice of the meeting of the Board.

Section 7.3. Meetings.

(a) Annual Meeting. The annual meeting of the Board shall be a regular meeting held in the month of April on the date determined by the Board. Officers shall be elected at the annual meeting.

(b) Regular Meetings. Regular meetings of the Board shall be held on the dates and at the times and places as determined by a duly adopted resolution of the Board. There shall be at least four regular meetings of the Board in each calendar year. The dates, times and places of regular meetings shall be posted on CAC's web site and in CAC's offices.

(c) Special Meetings. Special meetings of the Board may be called at any time by the President or by the Executive Director or by any two Trustees, by giving notice to all Trustees of the date, hour, and place of the meeting. Notice must be given at least 24 hours prior to the special meeting to the news media that have requested notification as more specifically provided in Section 8.4. (ORC Section 121.22 (F)).

(d) Notice to Trustees. Notice of any regular or special meeting of the Board may be given to each Trustee by electronic mail, by first class or express mail, by telephone or in person. Notice of any meeting need not be given to any Trustee if such notice is waived by that Trustee in writing before, during, or after such meeting, or if that Trustee shall be present at that meeting. Any special meeting shall be a valid meeting without notice having been given thereof if all of the Trustees shall be present at that special meeting. Any subject matter may be considered at any meeting of the Board.

Section 7.4. Conduct of Meetings. Meetings of the Board shall be conducted in accordance with the following procedures:

(a) Order of Business. The President shall establish an agenda for the order in which matters will be considered by the Board.

(b) Resolutions. Action of the Board shall be by resolution considered following a motion made by a Trustee and seconded by another Trustee. Upon request of any Trustee, any resolution shall be reduced to writing. Any motion may be withdrawn by the maker with the consent of the second, before a resolution has been voted upon. All resolutions which have been adopted by the Board shall be entered upon the minutes of the meeting.

(c) Roberts' Rules of Order. To the extent not otherwise provided by the Ohio Revised Code or these Bylaws, meetings shall be conducted in accordance with the latest published edition of Roberts' Rules of Order. Any rules of procedure may be waived by the affirmative vote of all Trustees present at the meeting at which such rules are waived.

Section 7.5. Minutes. The minutes of each meeting shall be prepared by the Secretary of the Board or another person designated by the Secretary, and the minutes shall be distributed to each Trustee for review prior to the next regular meeting of the Board. Following their approval by the Board, the minutes shall be filed and maintained in a minute book to be kept in the offices of CAC. With respect to each meeting, there shall be shown in the minutes the date and place at which the meeting was held, the names of the Trustees present, a summary of actions there taken, the resolutions adopted and a record of the vote of each Trustee present on each resolution. The minute book shall be open to inspection by the public at all reasonable times.

In the event the Secretary and the Secretary's designee are absent from any meeting, the Trustee presiding at such meeting shall designate a person, who need not be a Trustee, as acting secretary to record the minutes of the meeting and attest any resolutions adopted at such meeting. Any such acting secretary may also certify as to the authenticity of any resolution adopted at such meeting or to the correctness of a copy or extract of the minutes of such meeting.

ARTICLE VIII
Rules for Notification of Meetings to the Public and News Media

Section 8.1. Public Meetings and Purposes. Meetings of the Board at which a majority of the Trustees are present shall be held, and notice thereof given, in accordance with ORC Section 121.22 and this Article VIII. The purposes of the rules contained in this Article VIII are: (a) to establish a reasonable method for any person to determine the time and place of all regular meetings and the time, place and purpose of all special meetings, (b) to make provisions for giving advance notice of special meetings to the news media that have requested notification, and (c) to make provisions for persons to request and obtain reasonable advance notification of all meetings at which any specific type of public business is to be discussed. The rules contained in this Article VIII are in addition to any applicable legal requirements as to notices to Trustees or to others in connection with specific meetings or specific subject matters.

Section 8.2. Notice of Regular Meetings.

The Executive Director shall cause there to be a publication on CAC's web site of a schedule of the time and place of regular meetings for each calendar year. That schedule also shall be posted in a visible place in CAC's offices. If at any time during the calendar year the time or place of any regular meeting is changed on a permanent or temporary basis, a statement of the time and place of such changed regular meetings shall be so published at least twenty-four (24) hours before the time of the first changed regular meeting. Upon the adjournment of any regular or special meeting to another day, the Executive Director shall promptly cause notice of the time and place of such adjourned meeting to be published on CAC's web site.

Section 8.3. Notice of Special Meetings.

(a) Except in the case of an emergency meeting referred to in Section 8.4(d) below, the Executive Director shall, no later than 24 hours before the time of a special meeting, cause publication on CAC's website of a statement of the time, place and purposes of such special meeting.

(b) The statement under this Section 8.3 and the notifications under Section 8.4 shall state such specific or general purpose or purposes then known to the Executive Director to be intended to be considered at such special meeting and may state, as an additional general purpose, that any other business as may properly come before the Board at such special meeting may be considered and acted upon.

Section 8.4. Notice to News Media of Special Meetings.

(a) Any news media organization that desires to be given advance notification of special meetings shall file with the Executive Director a written request therefore. Except in the event of an emergency requiring immediate official action as set forth in Section 8.4(d) below, a special meeting shall not be held unless at least 24 hours' advance notice of the time, place and purpose of such special meeting is given to the news media that have requested such advance notification in accordance with Section 8.4(b) below.

(b) News media requests for such advance notification of special meetings shall specify: the name of the medium; the name and address of the person to whom written notifications to the medium may be sent electronically, mailed by U.S. mail, or delivered; and the names, addresses and telephone numbers (including addresses and telephone numbers at which notifications may be given either during or outside of business hours) of at least two (2) persons to either one of whom oral notification to the medium may be given.

For purposes of this Article VIII, "oral notification" means notification given orally either in person or by telephone, directly to the person for whom such notification is intended, or by leaving an oral message for such person at the address, or if by telephone at the telephone number, of such person as shown on the records kept by the Executive Director under this Article VIII. "Written notification" means notification in writing, electronically transmitted, or mailed by U.S. mail or delivered to the address of the person for whom such notification is intended as shown on the records kept by the Executive Director under this Article VIII, or in any way delivered to such person. If mailed, such notification shall be mailed by first-class mail, deposited in a U.S. Postal Service mailbox no later than the second day preceding the day of the meeting to which such notification refers, provided that at least one regular mail delivery day falls between the day of mailing and the day of such meeting.

Any request by news media for advance notification of special meetings shall be effective for one (1) year from the date of filing the request with the Executive Director or until the Executive Director receives written notice from such medium canceling or modifying such request, whichever is earlier. Each requesting news medium shall be informed of such period of effectiveness at the time it files its request. Such requests may be modified or extended only by filing a complete new request with the Executive Director. A request shall not be deemed to be made

unless it is complete in all respects, and such request may be conclusively relied on by the Board and the Executive Director.

(c) The Executive Director shall give oral notification or written notification to the news media that have requested such advance notification in accordance with Section 8.4(b) above, of the time, place and purposes of each special meeting, at least 24 hours prior to the time of such special meeting.

(d) In the event of an emergency requiring immediate official action, an emergency meeting may be held without giving 24 hours advance notification thereof to the requesting news media. The persons calling such emergency meeting, or any one or more of such persons or the Executive Director on their behalf, shall immediately give oral notification or written notification, or both, as the persons or persons giving such notification determine, of the time, place and purposes of such emergency meeting to such news media that have requested such advance notification in accordance with Section 8.4(b) above. The notification of any such emergency meeting shall state the general nature of the emergency requiring immediate official action.

Section 8.5. Notification of Discussion of Specific Types of Public Business.

(a) Any person, upon written request and as provided herein, may obtain reasonable advance notification of all Board meetings at which any specific type of public business is scheduled to be discussed. (ORC Section 121.22(F)). Such person may file a written request with the Executive Director specifying: the person's name and the address and telephone number at or through which the person can be reached during and outside of business hours; the specific type of public business the discussion of which the person is requesting advance notification; and the number of calendar months (not to exceed 12) which the request covers. Such request may be canceled by request from such persons to the Secretary.

Each such written request shall be accompanied by stamped, self-addressed envelopes sufficient in number to cover the number of regular meetings during the time period covered by the request and an estimated number of 12 special meetings. The Executive Director shall notify in writing the requesting person when the supply of envelopes is running out, and if the person desires notification after such supply has run out such person must deliver to the Executive Director an additional reasonable number of stamped self-addressed envelopes as a condition to receiving further notifications.

Such requests may be modified or extended only by filing a complete new request with the Executive Director. A request shall not be deemed to be made unless it is complete in all respects, and such request may be conclusively relied on by the Board and the Executive Director.

(b) The Executive Director shall give such advance notification under this Section 8.5 by written notification, or by oral notification, or both, as the Executive Director determines. The contents of written notification under this Section 8.5 may be a copy of the agenda of the meeting. Written notification under this Section 8.5 may be accomplished by giving advance written notification, by copies of the agendas, of all meetings that are the subject of such request.

Section 8.6. General.

(a) Any person may visit or telephone the CAC's office during regular office hours to determine, based on information available at that office: the time and place of regular meetings; the time, place and purposes of any then known special meetings; and whether the available agenda of any such future meeting states that any specific type of public business, identified by such person, is to be discussed at such meeting.

(b) Any notification provided herein to be given by the Executive Director may be given by any person acting on behalf of or under authority of the Executive Director.

(c) A reasonable attempt at notification shall constitute notification in compliance with this Article VIII.

(d) A certificate by the Executive Director as to compliance with this Article VIII shall be conclusive upon the Board.

ARTICLE IX
Grants to Arts or Cultural Organizations

At the election held on November 7, 2006, the electors in the County approved the levy of a tax on the sale of cigarettes at wholesale at the rate of 15 mills per cigarette (amounting to 1-1/2 cents per cigarette) for a period of ten years, beginning February 1, 2007, for the purpose of making grants to support the operating or capital expenses of Arts or Cultural Organizations in the County, to defray the costs of acquiring, constructing, equipping, furnishing, improving, enlarging, renovating, remodeling, or maintaining an Artistic or Cultural Facility, and to meet the operating expenses of CAC. The expenditure of the collections from the tax are limited by ORC Section 3381.17, as follows: (1) the tax must be expended for the purpose of making annual grants to support operating or capital expenses of Arts or Cultural Organizations located in the County as the Board of Trustees shall determine; (2) not more than ten per cent of the amount granted in any calendar year from the tax is permitted to be granted to Arts or Cultural Organizations that are not Qualifying Arts or Cultural Organizations; (3) prior to making grants in any calendar year, the Board of Trustees shall afford an opportunity for the presentation, either in person or in writing, of the suggestions of the Area Arts Council; and (4) any grant to an Arts or Cultural Organization shall be on such terms and conditions as the Board of Trustees considers advisable.

ARTICLE X
Deposit, Investment and Expenditure of Funds

Section 10.1. Deposit of Funds. The Executive Director of CAC shall deposit all funds of CAC to the account of CAC in one or more depositories as are qualified to receive deposits of County funds. (ORC Section 3381.10) Those deposits shall be secured in the same manner as County funds. (ORC Section 3381.10) Reference is made to ORC Sections 135.31 to 135.40 for the laws of the State governing the deposit of County funds.

Section 10.2. Investment of Funds. The Executive Director shall invest the funds of CAC in investments permitted by the laws of the State for the investment of County funds and in accordance with the investment policy of the Board. Reference is made to ORC Section 135.35 for the existing laws governing the investment of County funds.

Section 10.3. Expenditure of Funds. CAC funds may only be expended upon certification of a voucher by the Executive Director. No expenditure may be made in excess of amounts budgeted for the purpose in the annual CAC budget except by resolution of the Board.

ARTICLE XI
Contracts

Section 11.1. Authority.

(a) The Executive Director may enter into a contract on behalf of CAC for the purchase of supplies or material or for labor for any work the cost of which shall not exceed ten thousand dollars (\$10,000.00) and the term of which shall not exceed twelve (12) months. The Executive Director may enter into a contract on behalf of CAC for personal services the cost of which shall not exceed twenty thousand dollars (\$20,000.00) and the term of which shall not exceed twelve (12) months. All other contracts shall be first authorized by resolution adopted by the Board.

(b) The Executive Director shall sign each contract and shall certify each contract for the availability of funds to meet the obligations of CAC under the contract. The Executive Director shall report to the Board at each meeting of the Board information as to each contract entered into by CAC subsequent to the prior report to the Board, including: the name of the other party or parties to the contract; the services, supplies or materials to be provided to CAC under the contract; the schedule of payments to be made by CAC under the contract; and the term of the contract.

Section 11.2. Public Bidding. When an expenditure, other than for the acquisition of real estate, the discharge of noncontractual claims, personal services, or for the product or services of public utilities, exceeds ten thousand dollars (\$10,000.00), such expenditure shall be made only after a notice calling for bids has been published once a week for two consecutive weeks in at least one newspaper of general circulation within the County. The Board may then let the contract to the lowest and best bidder, who shall give a good and approved bond with ample security conditioned on the carrying out of the contract. Such contract shall be in writing and shall be accompanied by or shall refer to plans and specifications for work to be done, approved by the Board. The plans and specifications shall at all times be made and considered part of the contract. The contract shall be approved by the Board. No sale of any real or personal property or a lease thereof having a

term in excess of five years shall be made except with the highest and best bidder after publication of notice for bids in the manner above provided. (ORC Section 3381.11)

Bidding in accordance with the preceding paragraph is not required when:

(A) The Board, by a two-thirds affirmative vote, determines that a real and present emergency exists and such determination and the reasons therefor are entered in the proceedings of the Board, when: (1) the estimated cost is less than fifteen thousand dollars (\$15,000.00), or (2) there is actual physical damage to structures or equipment;

(B) Such purchase consists of supplies or a replacement or supplemental part or parts for a product or equipment owned or leased by CAC and the only source of supply for such supplies, part, or parts is limited to a single supplier;

(C) The lease is a renewal of a lease for electronic data processing equipment, services, or systems;

(D) Services or supplies are available from a qualified nonprofit agency pursuant to ORC Sections 4115.31 to 4115.35; or

(E) With respect to any contract, agreement, or lease by CAC with any Arts or Cultural Organization (including the Area Arts Council) or any governmental body or agency. (ORC Section 3381.11).

ARTICLE XII Standards of Ethical Conduct

Trustees and employees must, at all times, abide by protections to the public embodied in Ohio's ethics laws, as found in Chapters 102 and 2921 of the Ohio Revised Code, and as interpreted by the Ohio Ethics Commission and Ohio courts. Trustees and employees are expected to comply with the Ethics Policy adopted by the Board in addition to complying with applicable provisions of Ohio law.

ARTICLE XIII
Construction and Amendment of Bylaws

Section 13.1. Construction and Separability. These Bylaws represent the official action of the Board of Trustees under authority granted to the Trustees under ORC Chapter 3381 and are to govern the conduct of the operation of CAC. Each Article and Section of these Bylaws shall be construed, if and to the extent possible, in a manner consistent with the laws of the State (particularly ORC Chapter 3381) and the United States of America. If and to the extent that any provision or application thereof shall be deemed in conflict with any such laws, such provision or application thereof shall be void, but each provision shall be deemed separable from every other provision and its invalidity, or the invalidity of any application thereof, shall not affect any other provision or any lawful application thereof.

Section 13.2. Amendments. Certain provisions of these Bylaws are mandated by ORC Chapter 3381. In the event that any of those ORC provisions are amended by the General Assembly of the State subsequent to the date of the adoption of these Bylaws, these Bylaws shall be deemed to be amended to conform to the ORC without any further action of the Board of Trustees. Otherwise, these Bylaws shall not be amended except in writing and by approval by a majority vote of the Board.

ARTICLE XIV
Miscellaneous

Section 14.1. Indemnification. CAC shall defend, indemnify, keep and save harmless the members of the Board of Trustees, the Executive Director and any other employees of the CAC from any claims or suit for damages arising out of the official acts of the Trustees, Executive Director or other employees performed within the scope of their duties on behalf of CAC.

Section 14.2. Seal. The Board of Trustees has determined not to adopt a seal of CAC. Accordingly, it shall not be necessary to affix a seal to any contract, lease, bond, note or other instrument of CAC in order for that contract, lease, bond, note or other instrument to be valid, binding or enforceable.