

Code of Regulations - Cuyahoga County Community Improvement Corporation

(Revised 11-1-12)

Article 1 – Membership

Section 1 - There shall be no members of the Corporation other than the Trustees. The Board of Trustees shall be the governing board of the Corporation, shall have the sole voting power and shall have all the authority and may take any action permitted members for the purpose of any statute or rule of law relating to the Corporation, provided, that where the provision of any law relating to meetings of Trustees differs from meetings of members it shall be sufficient to comply with the provisions relating to Trustees.

Article 2 – Organizational and Annual Meetings

Section 1 - The initial Trustees of the Corporation named in the Articles of Incorporation shall hold an organizational meeting promptly after the filing and approval of such Articles of Incorporation at such date, time and place (which shall be within Cuyahoga County, Ohio) as may be agreed upon by such initial Trustees, for the purpose of electing Trustees in accordance with the provisions of Article 3 hereof.

Section 2 - There shall be an annual meeting of the Corporation in the first quarter of the year, at such date, time and place (which shall be within Cuyahoga County, Ohio) as may be fixed by the Board of Trustees, provided that if such Board does not fix such date, time and place by the fifteenth day of January, then the President of the Corporation shall do so.

Article 3 – Board of Trustees

Section 1 - The members of the Board of Trustees shall be elected initially at the organizational meeting provided for in Article 2 hereof and thereafter at each annual meeting or a special meeting called for that purpose and shall consist of two classes of Trustees. One class (the 'County Class'), which shall be **5** in number, shall be composed of appointed or elected officers of Cuyahoga County elected from persons nominated by the Cuyahoga County Executive and approved by Cuyahoga County Council. A second class (the 'Private Sector Class'), which shall be **6** in number, shall be elected from persons nominated by the Cuyahoga County Executive, in consultation with the Greater Cleveland Partnership, and approved by Cuyahoga County Council.

Not later than twenty days before each annual meeting or other meeting at which any Trustees are to be elected, the Secretary shall notify the members of the Cuyahoga County Council of the date of such meeting and the number of Trustees to be elected from each class. Nominations of persons for election to the Board of Trustees made by or on behalf of the Cuyahoga County Executive and Cuyahoga County Council shall be considered by the Board of Trustees in the election of new or additional Trustees at such meeting, in accordance with the provisions of the Section pertaining to the composition of the classes of Trustees. Trustees shall serve for three-year (staggered) terms except as otherwise hereinafter provided. At any time during which the Corporation is acting as the designated agent of one or more political subdivisions, in accordance with Chapter 1724, Ohio Revised Code, (a) not less than two-fifths of the members of the Board of Trustees shall be composed of appointed or elected officers of such political subdivision or subdivisions, (b) at least one officer of each such political subdivision shall be a member of the Board of Trustees, and (c) if any such member of the Board of Trustees ceases to be an appointed or elected officer of any such political subdivision, his membership

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on the Board of Trustees shall automatically terminate, provided that such member may thereafter be reelected by the remaining Trustees to fill the vacancy thereby arising so long as the conditions imposed by subsections (a) and (b) of this Section are met.

Section 2 – A Trustee may be removed by the vote of ninety percent of the remaining Trustees or may resign at any time in writing delivered to any officer of the Corporation other than himself.

Section 3 – Except in the case of death, removal, resignation, or automatic termination pursuant to subsection (c) of Section 1 of this article, a Trustee shall serve until his successor has been elected. In the event of any vacancy caused by the death, removal or resignation of a Trustee or by automatic termination of membership, any such vacancy may be filled by the vote of a majority of the remaining Trustees.

Article 4 – Meetings of the Board of Trustees

Section 1 – After each annual meeting, or special meeting in lieu thereof, the newly elected Board of Trustees, if a quorum thereof be present, shall hold an organizational meeting at the same place for the purpose of electing officers and transacting any other business. Notice of such meeting need not be given to the Trustees. If for any reason said organizational meeting is not held at such time, a special meeting for such purpose shall be held as soon thereafter as practicable.

Section 2 – Regular meetings may be held at such times and places within Cuyahoga County, Ohio, as shall be provided for in by-laws or resolutions adopted by the Board of Trustees, and no notice of such meetings need be given to the Trustees unless otherwise provided herein or in resolutions hereafter adopted by the Board of Trustees.

Section 3 – Special meetings may be called by the President or any three members of the Board of Trustees. The notice of any special meeting shall set forth the time, date and place thereof (which shall be within Cuyahoga County, Ohio) and the person or persons calling such meeting shall cause such notice to be given. Notice of each such meeting shall be given to each Trustee in writing, by personal delivery, first class mail, or electronic mail, and such writing shall be delivered, mailed, or sent not less than three days prior to such meeting; provided, however, that such notice shall be deemed to have been waived by the Trustees attending such meeting without protesting the lack of proper notice, or by voting at any such meeting or may be waived in writing by any Trustee either before or after such meeting.

Section 4 – At any meeting of the Board of Trustees a quorum shall consist of a majority of the Trustees in office at the time.

Section 5 – Except as otherwise provided in this Code of Regulations, any action which may be taken at a meeting of the Board of Trustees may be taken by a vote of a majority of the Trustees present either in person or by designee, or via any technology that enables live participation such as telephone, video conference, Skype, etc., at such meeting, provided that a quorum is present in person.

Section 6 – Any action which may be authorized or taken at a meeting of the Board of Trustees, other than Public Business of the Corporation as defined in subsection (a) of Section 1 of Article 7 hereof, may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the members of the Board of Trustees then in office.

Article 5 – Officers

Section 1 – The Board of Trustees shall elect from among its members a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Trustees may see fit. Any two of the offices, other than those of President and Vice President or of President and Secretary, may be held by one person, but in any case in which the action of more than one officer is required, no one person shall act in more than one capacity.

Section 2 – Any officer may resign at any time by notice in writing delivered to any officer of the Corporation other than himself.

Section 3 – Except in the case of death, removal or resignation, an elected officer shall serve until his successor has been elected. In the event of the death, removal or resignation of an elected officer (other than the President if there is a Vice President in office at the time), the Board of Trustees shall elect a successor for the balance of the unexpired term of such officer. In the event of the death or resignation of the President (if there is a Vice President in office at the time), the Vice President shall assume the office of President for the balance of the unexpired term, and shall be deemed to have resigned the office of Vice President.

Article 6 – Duties of Officers

Section 1 – The President shall preside at meetings of the members of the Board of Trustees, may designate the date, time and place of meetings as provided herein, may execute all authorized instruments, including without limitation, contracts, bonds, notes, debentures, deeds, mortgages and other obligations in the name of the Corporation and shall perform such other duties as the Board of Trustees may require.

Section 2 – In case of the absence or disability of the President, or when circumstances prevent the President from acting, the Vice President, if any, shall perform all of the duties of the President, and in such case shall have all of the powers and obligations of the President, and any such instruments so executed by the Vice President shall be as valid and binding as though executed by the President. The Vice President shall also perform such other duties as the Board of Trustees may require.

Section 3 – The Secretary shall take and keep records of all meetings, conduct such correspondence of the Corporation as may be designated by the President, perform the usual duties of his office and perform such other duties as the Board may require.

Section 4 – The Treasurer shall be the custodian of all funds and securities in other corporations and similar property belonging to the Corporation and shall do with the same as may be ordered by the Board of Trustees. He shall keep accurate financial accounts and hold the same open for examination of the Trustees. On the expiration of his term of office he shall turn over to his successor or the Board of Trustees, all property, books, papers and money s of the Corporation in his hands.

Section 5 – The Board of Trustees may also elect one or more Assistant Secretaries and one or more Assistant Treasurers, who shall perform the duties of the Secretary and Treasurer, respectively, in the case of the absence or disability of such Secretary or Treasurer, together with such other duties as the Board of Trustees may from time to time prescribe, provided that any Assistant Secretary is authorized at any time to record and authenticate minutes of meetings of the Corporation, the Board of Trustees and any committee thereof, and certify as to the authenticity of any resolution or other instrument in

writing relating to the Corporation. The power of such officers to execute all authorized deeds, mortgages, bonds, notes, contracts, and other obligations in the name and on behalf of the Corporation shall be coordinate with like powers of the Secretary and Treasurer, respectively, and any such instrument so executed by an Assistant Secretary or Assistant Treasurer shall be as valid and binding as though executed by the Secretary or Treasurer, as the case may be. Such other officers as the Board of Trustees may elect shall have such powers and duties as the Board of Trustees may from time to time prescribe.

Section 6 – The Board of Trustees is authorized to delegate the duties of any officer to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

Section 7 – Any officer, if required by the Board of Trustees, shall give bond in such form and with such security as the Board of Trustees from time to time may require for the faithful performance of his duties.

Section 8 – The Board of Trustees shall select depositories for the safekeeping of the moneys of the Corporation and establish the procedure for deposit and withdrawal of such moneys. In lieu of such deposit, the Board of Trustees from time to time may authorize investment of moneys of the Corporation as are not then required in any obligations which a county or municipal corporation is authorized by the applicable sections of the Ohio Revised Code to invest its moneys.

Article 7 – Notice Rules for Meetings

Section 1 – Definitions used in this Article

- a. Meeting – means any prearranged discussions of the Public Business of the Corporation by a majority of the members of the Board of Trustees, or of any committee of the Board of Trustees to which such Board has delegated any of its authority, and “Public Business of the Corporation” means business which concerns the Corporation in its capacity as the designated agency of any one or more political subdivisions, in accordance with Chapters 165 and 1724 of the Ohio Revised Code.
- b. Oral notification – means notification given orally either in person or via 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 Secretary under this Article.
- c. Written notification – means notification in writing, mailed or delivered to the address of the person for whom such notification is intended as shown on the records kept by the Secretary under this Article or in any way delivered to such person. If mailed, such notification shall be mailed by first class mail, deposited in a US 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. If delivered, such notification shall be sent, via messenger or electronic mail, no later than twenty-four hours preceding the day of the meeting to which such notification refers.

Section 2 – Except as otherwise provided in this Article, meetings shall be open to the public at all times. The Secretary or the person otherwise designated to perform such duty, shall record the proceedings of each meeting, which records shall be open to public inspection. The record of proceedings need only reflect the general subject matter of discussions in executive session.

Section 3 – Any resolution, rule or formal action involving Public Business of the Corporation shall be deliberated upon and adopted in an open meeting except to the extent deliberation occurs in an executive session, which shall be held only at a regular or special meeting and only for the purpose of considering those matters permitted by law to be considered at executive sessions.

Section 4 – Notice of Meetings

- a. Posted or Published Notice of Meetings – Notice of all meetings, specifying the time, place and purpose thereof, shall be given not later than twenty-four hours in advance thereof by posting at the office of the Corporation and at the administrative office of each political subdivision for which the Corporation at such meeting is acting as the designated agency, provided that such notice may, in lieu of posting, be published in the official publication of any such political subdivision.
- b. Notice to News Media of Meetings – Any news media that desires to be given advance notification of meetings shall file with the Secretary a written request thereof. The request shall be effective for one year from the date of filing. Each requesting news medium shall be informed of such period of effectiveness at the time it files its written request. Such requests may be modified or extended only by filing a complete new request with the Secretary. 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 Corporation and the Secretary. The written request shall specify the name of the news medium, the name and address of the person to whom written notification to the medium can be mailed and at least one telephone number which can be called any hour of the day or night for the purpose of giving oral notification to the medium.
- c. Notification of Discussion of Specific Types of Public Business – Any person may, upon written request and as provided herein, obtain reasonable advance notification of all meetings at which any specific type of public business is scheduled to be discussed.
 - (1) Such person may file a written request with the Secretary which written request shall specify the person's name and mailing address, the telephone number or number at which the person can be reached during and outside of business hours, the specific type of public business concerning which the person is requesting advance notification, and the number of calendar months (not to exceed twelve) which the request covers.
 - (2) The request filed in writing with the Secretary must be accompanied by a supply of self-addressed, stamped envelopes in addition to any fee which the Board of Trustees determines to be reasonable to cover costs providing such notifications. Such request may be modified or extended only by filing a complete new request with the Secretary. A request shall not be deemed to be made unless it is complete in all respects, and the

information contained in such request may be conclusively relied on by the Corporation and the Secretary.

- (3) The Secretary shall if possible give such advance notification by written notification. If such written notification cannot be given or has not been given, the Secretary shall give oral notification.

d. General

- (1) Any notification provided herein to be given by the Secretary may be given by any person acting on behalf of or under authority of the Secretary.
- (2) The Secretary shall maintain a record of the date and time if pertinent under this Article, of all notices and notifications given or attempted to be given under this Article, and to whom such notifications were given or unsuccessfully attempted to be given.

Article 8 – Committees

Section 1 – The Board of Trustees may create committees of the Board to consist of not less than three Trustees, and may delegate to such committees such powers and duties of the Board as it shall deem appropriate. Except as otherwise provided by the Board of Trustees, each such committee shall regulate its own procedure.

Article 9 – Annual Report

Section 1 – The Board of Trustees shall cause an annual financial report, to be prepared and filed with the auditor of state within one hundred-twenty days following the last day of the corporation’s fiscal year, unless the auditor of state amends and/or extends that deadline.

Section 2 – The annual financial report will conform to rules prescribed by the auditor of state pursuant to section 117.20 of the Ohio Revised Code and will be prepared according to generally accepted accounting principles.

Section 3 – Either the Board of Trustees or the Treasurer will certify the report to the best of their knowledge.

Article 10 – Indemnification of Trustees and Officers

Section 1 - Each member of the Board of Trustees and officer of the Corporation (and his heirs, executors and administrators) who is made a party to any litigation, action, suit or proceeding (whether civil, criminal, or administrative) by reason of his being or having been a trustee or officer of the Corporation or a trustee, director or officer of any other corporation which he served at the request of the Corporation, shall be entitled to be indemnified by the Corporation against the reasonable expenses actually incurred by him in connection with the defense of such litigation, except in relation to the following matters:

- a. Those as to which he shall finally be adjudged in such litigation to be liable because of dereliction in the performance of his duties as such trustee, director or officer, or
- b. Those which have resulted in a judgment in favor of the Corporation and against him, or which are settled by any payment by him to the Corporation.

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Except in cases where clause (a) or clause (b) applies, “expenses” shall be deemed to include fines and penalties imposed on such person, and amount paid upon a plea of nolo contendere or similar plea or in compromise or settlement of the litigation or in satisfaction of judgments, if and only if, such indemnification, and the amounts to be indemnified against, are approved as being reasonable in the circumstances by (i) the vote of a majority of the Trustees of the Corporation in office if such majority are not involved in any litigation, or (ii) the vote of a majority of the members of the Corporation excluding for the purposes hereof the members involved in such litigation, or (iii) a court of competent jurisdiction. The foregoing right of indemnification shall not be exclusive of other rights to which such person, his heirs, or executors or administrators, may be entitled.

Article 11 – Amendments to Code of Regulations

Section 1 – This Code of Regulations may be amended by assent thereto in writing signed by all of the members of the Board of Trustees, or by a two-thirds vote of members at any meeting of the Board of Trustees, provided that the notice of said meeting stated the consideration of the amendment to be the purpose or a purpose of the meeting.