

Adopted July 11, 1997

SECOND AMENDED AND RESTATED

CODE OF REGULATIONS

OF

GATEWAY ECONOMIC DEVELOPMENT CORPORATION
OF GREATER CLEVELAND

Article I Name

and Offices

1. Name. The name of this Corporation is Gateway Economic Development Corporation of Greater Cleveland.

2. Offices. The Principal office of the Corporation shall be in the City of Cleveland, Cuyahoga County, Ohio. The Corporation may also have offices at such other places as the Board of Trustees may from time to time appoint or the purposes of the Corporation may require.

Article II

Members and Meetings of Members

1. Membership; Appointments; Vacancies. The Board of Trustees of the Corporation (hereinafter referred to as the "Board of Trustees") shall consist of five (5) members, who shall be deemed members of the Corporation. The members of the Board of Trustees shall serve for a term of five (5) years, or until the appointment and qualification of their respective successors, except as otherwise provided. Any member may continue to serve beyond the five (5) year term until his or her successor has been named by the appointing party. Appointments shall be made

without regard to race, color, creed, national origin or sex. Each member shall be entitled to vote as a member at the annual meeting.

The names and addresses of the present trustees, appointed as of June 1997, who shall be deemed the members of the Corporation, shall be placed in the membership book of the Corporation as follows:

Names	Addresses
Craig S. Miller	Ulmer & Berne 1300 East Ninth Street Suite 900 Cleveland, Ohio 44114
Jeri Chaikin	Cuyahoga County Administrator 1219 Ontario Street Cleveland, Ohio 44113
Thomas J. Hayes	Cuyahoga County Data Processing Center, 4th Floor 1255 Euclid Avenue Cleveland, Ohio 44115
Kenneth G. Silliman	Executive Assistant to the Mayor for Development City Hall - Mayor's Office 601 Lakeside Avenue Cleveland, Ohio 44114
Joseph Marinucci	Vice President, Real Estate Development Playhouse Square Foundation Bulkley Building, Suite 810 1501 Euclid Avenue Cleveland, Ohio 44115

Each of the foregoing shall notify the Chairman of the Board of Trustees of any change of address, which change shall be duly recorded in the membership book of the Corporation.

In the event that any of the members of the Board of Trustees resign, or should they be removed as provided in these Regulations, the party so making the appointments shall make all subsequent substitute appointments to fill such vacancies for the remaining duration of the term.

Appointments to the Board of Trustees shall be made by the Board of County Commissioners of Cuyahoga County and the Mayor of the City of Cleveland in the following manner and for the following terms:

Board of County Commissioners	Terms
2 Members	5 Year Term
Mayor of City of Cleveland	
2 Members	5 Year Term
Joint Appointment	
1 Member	5 Year Term

Appointments by the Mayor of the City of Cleveland will be made with the concurrence of the Council for the City of Cleveland provided such members so appointed by the Mayor shall be deemed de facto members until the concurrence or disapproval by Council for

the City of Cleveland. The Joint Appointment shall be made by the Board of commissioners for Cuyahoga County, with concurrence by the Mayor of the City of Cleveland. Subsequent appointments will be made thereafter by the same parties in the same manner as provided above.

2. Ex Officio Members of the Board of Trustees. There shall be at least two (2) ex-officio members of the Board of Trustees, one (1) serving on behalf of Cuyahoga County and one (1) serving on behalf of the City of Cleveland, provided the City and County may each appoint one (1) additional ex officio member. All ex officio members shall be voting members. The ex-officio members of the Board of Trustees shall be chosen by the Board of Commissioners of Cuyahoga County or the Mayor of the City of Cleveland from such individuals as are officers or employees of the County or City respectively.

3. Rights of Members. The right of a member to vote and all his/her right, title and interest in or to the Corporation shall cease on the termination of his/her membership, which shall also mean his/her termination as a member of the Board of Trustees. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

4. Resignation of Members. Any member may resign from the Corporation by delivering a written resignation to the Chairman of the Board of Trustees or Secretary of the Corporation. Any

resignation as a member or trustee shall be deemed to be a resignation of both offices.

5. Annual meetings. The annual meeting of the members of the Corporation shall be held at a place designated by the Corporation during July or August in each year, for the purpose of conducting any business properly before the members.

6. Notice of annual meetings. Notice of the time, place and purpose or purposes of the annual meeting shall be served, either personally or by mail, not less than ten (10) or more than sixty (60) days before the meeting upon each person who appears upon the books of the Corporation as a member and, if mailed, such notice shall be directed to the member at his/her address as it appears on the books of the Corporation, unless he/she shall have filed with the Secretary of the Corporation a written request that notices intended for him/her be mailed to some other address, in which case it shall be mailed to the address designated in such request.

7. Special meetings. Special meetings of the members, other than those regulated by statute, may be called at any time by the Chairman of the Board of Trustees and must be called by the Chairman upon receipt of the written request of three (3) of the members of the Corporation.

8. Notice of special meetings. Notice of a special meeting stating the time, place and purpose or purposes shall be served personally or by mail upon each member residing within the

United States, no less than two (2) or more than sixty (60) days before such meeting and, if mailed, such notice shall be directed to each member at his address as it appears on the books or records of the Corporation, unless he/she shall have filed with the Secretary of the Corporation a written request that notices intended for him/her shall be mailed to some other address, in which case it shall be mailed to the address designated in such request.

9. Quorum. At any meeting of members of the Corporation the presence of a majority of the members in person shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Regulations. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

10. Voting. At every meeting of members, each member, including ex-officio members, shall be entitled to vote in person. Each member of the Corporation shall be entitled to one vote.

All elections shall be had and all questions decided by a majority vote of the persons present in person.

11. Waiver of notice. Whenever under the provisions of any law or under the provisions of the Articles of Incorporation or Regulations of this Corporation, the Corporation, the Board of Trustees or any committee is authorized to take any action after notice to the members of the Corporation or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action is completed, such requirements are waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his/her attorney.

The attendance of any member at any meeting of the members without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him/her of notice of such meeting.

12. Removal of Members, Trustees or Officers. Any member, trustee or officer may be removed from office by the affirmative vote of two-thirds of the full membership, registered either in person or by proxy, at any regular or special meeting called for that purpose, for (a) conduct detrimental to the interests of the corporation, i.e., for any act or omission undertaken with the deliberate intent to cause injury to the Corporation, or (b) for refusal to render reasonable assistance in carrying out its

purposes. In addition, any member of the Board of Trustees, excluding ex-officio members, may be removed for cause by the party or parties so appointing such member, i.e., The Board of county commissioners of Cuyahoga County, the Mayor of the City of Cleveland or both, for cause, for the same reasons set forth above. Any such officer, member or trustee proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting or hearing, as the case may be, at which such removal is to be considered or voted upon, as the case may be, and shall be entitled to appear before and be heard at such hearing or meeting, as the case may be. Any vacancy created by any member so removed shall be filled in the manner set forth in Article II, Section I hereof.

13. Reimbursement of expenses. Members shall not receive any stated salary or other compensation for their services, but by resolution of the Board of Trustees expenses of attendance, if any, may be allowed for attendance at each regular or special meeting, as well as expenses incurred by members in the performance of their duties.

Article III

Trustees

1. Appointment. The business and property of the Corporation shall be managed and controlled by a Board of Trustees, duly appointed in the manner set forth in Article II, Section 1 hereof,

the trustees serving for a term of five (5) years, or until the appointment and qualification of their respective successors, except as otherwise provided. Any Member of the Board of Trustees may continue to serve beyond the five (5) year term until his or her successor has been named by the appointing party.

2. Number. The number of trustees of the Corporation shall be five (5).

3. Resignation. Any trustee may resign from the Board of Trustees by delivering a written resignation to the Chairman of the Board of Trustees or Secretary of the Corporation. Any resignation as either a trustee or member shall be deemed to be a resignation of both offices.

4. Vacancies. Any vacancy in the Board of Trustees shall be filled for the unexpired portion of the term of such trustee in the manner set forth in Article II, Section 1 hereof.

5. Annual meetings. Immediately after each annual meeting, the trustees may meet at the principal office of the Corporation, or at any other place designated by the Board of Trustees, for the purpose of organization, the election of officers, and the transaction of other business of the Corporation, and, if a quorum of the trustees be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all the trustees.

6. Special Meetings. Special meetings of the Board of Trustees may be called by the Chairman of the Board of Trustees and must be called by the Chairman upon the written request of three (3) members of the Board of Trustees.

7. Notice of meetings. Notice of all trustees' meetings, except as otherwise provided, shall be given by mail at least three (3) days or by telegraph or telephone at least one (1) day before the meeting to the usual business or residence address of the trustee, but such notice may be waived by any trustee. Regular meetings of the Board of Trustees may be held without notice at such time and place as shall be determined by the Board. Any business of the Corporation may be transacted at any trustees' meeting. At any meeting at which every trustee shall be present, even though without notice or waiver, any business of the Corporation may be transacted, and any such Trustee attending such meeting shall be deemed to have waived notice of such meeting.

The attendance of any trustee at any meeting of the Board of Trustees without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him/her of notice of such meeting.

8. Public Notice of Meetings. The Board of Trustees shall maintain a record of all those requesting notice of meetings of the Board of Trustees and shall notify such persons so requesting notice of meetings of the time and place of all regularly scheduled meetings and the time, place, and purpose of all special

meetings. The Board shall not hold a special meeting unless it gives at least twenty-four hours advance notice to the news media that have requested notification, except in the event of an emergency, the member or members of the Board calling the meeting shall notify the news media that have requested notification immediately of the time, place, and purpose of the meeting.

Those persons requesting notice of meetings may, upon request and payment of a reasonable fee, obtain reasonable advance notification of all meetings at which any specific type of business is to be discussed. Advance notification may include mailing the agenda of meetings to all subscribers on a mailing list or mailing notices in self-addressed, stamped envelopes provided by the person.

9. Conduct of Meetings. Meetings of the Board of Trustees shall be open to the public. The members of the Board of Trustees may, however, hold an executive session after a majority of a quorum of the Board determines to hold such a session and only at a regular or special meeting for the sole purpose of the consideration of any of the following matters:

- (a) To consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of any employee or official of the Corporation, or the investigation of charges or complaints against any employee, official, or licensee unless the employee, official, or licensee requests a public hearing. If the Board holds an executive session pursuant to this subsection, the motion and vote to hold that executive session shall state which one or more of the purposes listed in this sub-section are the purposes for which the executive session is to be held, but need not

include the name of any person to be considered at the meeting;

- (b) To consider the purchase of property by the Corporation, or for the sale of property at competitive bidding, if premature disclosure of information would give an unfair competitive or bargaining advantage to a person whose personal, private interest is adverse to the Corporation's public interest;
- (c) Conferences with an attorney for the Corporation concerning disputes involving the Corporation that are the subject of pending or imminent court action;
- (d) Preparing for, conducting, or reviewing negotiations or bargaining sessions with employees concerning their compensation or other terms and conditions of their employment;
- (e) Matters required to be kept confidential by federal law or rules or state statutes;
- (f) Specialized details of security arrangements where disclosure of the matters discussed might reveal information that could be used for the purpose of committing, or avoiding prosecution for, a violation of the law.

If the Corporation holds an executive session to consider any of the matters listed in sub-sections (a) through (f) of this section, the motion and vote to hold that executive session shall state which one or more of the approved matters listed in those sub-sections are to be considered at the executive session.

10. Chairman. At all meetings of the Board of Trustee the Chairman, or in his absence, the vice-chairman shall preside.

11. Meeting Procedures. At all meetings of the Board of Trustees parliamentary procedure shall be observed as provided in Robert's Rules of Order, subject only to the provisions of these Regulations.

12. Quorum. At all meetings of the Board of Trustees, a majority of the trustees shall be sufficient to constitute a quorum for the transaction of business and the act of a majority of the trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, except as may be otherwise specifically provided by statute or by these Regulations. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the trustees present, without notice other than by announcement at the meeting and without further notice to any absent trustee. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting originally notified.

13. Reimbursement of expenses. Trustees shall not receive any stated salary for their services, but by resolution of the Board of Trustees expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, as well as expenses incurred by the trustees in the performance of their duties.

14. Powers. All the corporate powers, except such as are otherwise provided for in these Regulations and in the laws of the State of Ohio, shall be vested in the Board of Trustees. The Board of Trustees may by general resolution delegate to committees of their own number, or to officers of the Corporation, such powers as they may see fit; provided, however, that all committees

of the Corporation shall be advisory in nature only and shall not exercise decision making authority of the Corporation.

15. Duties. The Board of Trustees pursuant to the Non-Profit Corporation Law of the State of Ohio, shall present at the annual meeting of members a report verified by the Chairman and Treasurer or by a majority of the trustees, showing in appropriate detail the following: (a) the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the annual meeting, which shall be no more than four months prior to such meeting; (b) the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report; (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report; (e) the number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found. The annual report of trustees shall be filed with the records of the Corporation and an abstract entered in the minutes of the proceeding of the annual meeting of members.

Article IV

Officers

1. Number. The officers of the Corporation shall be the Chairman, Vice-Chairman, Secretary, Treasurer and such other officers with such powers and duties not inconsistent with these Regulations as may be appointed and determined by the Board of Trustees. Any two offices, except that of Chairman and Vice-Chairman, may be held by the same person.

2. Election, term of office and qualifications. The officers of the Corporation shall be elected at the first meeting of Board of Trustees, from among their number, at which election of such officers is considered, and, thereafter, annually by the Board of Trustees from among their number, at the first meeting of the Board of Trustees after the annual meeting.

3. Vacancies. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the trustees then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold and serve until the first meeting of the Board of Trustees for the election and qualification of his/her successor.

4. Chairman. The Chairman, who shall serve as statutory President of the Corporation, shall preside at all meetings of

members and the Board of Trustees. He or she shall have general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be assigned by the Board of Trustees.

5. Vice-Chairman. The Vice-Chairman shall preside at all meetings of members and the Board of Trustees where the Chairman is absent. He or she shall have general charge and supervision of the affairs of the Corporation *in* the absence of the Chairman and shall perform such other duties as may be assigned by the Board of Trustees.

6. Secretary. The Secretary shall have charge of books, documents and papers as the Board of Trustees may determine. He or she shall attend and keep the minutes of all the meetings of the Board of Trustees and members of the Corporation. He or she shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing their places of residence, and such book shall be open for inspection as prescribed by law. He or she may sign with the Chairman or Vice-Chairman, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Trustees. He or she shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Trustees, and shall perform such other duties as may be assigned to him/her by the Board of Trustees.

7. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Trustees. He or she may be required to give bond for the faithful performance of his/her duties, in such sum and with such sureties as the Board of Trustees may require. When necessary, he/she may endorse on behalf of the Corporation for collection checks, notes and other obligations and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Trustees may designate. He or she shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Trustees, he/she shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and execution shall be expressly designated by the Board of Trustees or by these Regulations to some other officer or agent of the Corporation. He or she shall make such payments as may be necessary on behalf of the Corporation. He or she shall enter regularly on the books of the Corporation to be kept by him/her for the purpose full and accurate account of all monies and obligations received and paid or incurred by him/her for on account of the Corporation and shall exhibit such books at all reasonable times to any trustee or member on application at the offices of the Corporation. He or she shall, in general, perform

all the duties incident to the office of treasurer, subject to the control of the Board of Trustees.

8. Removal. Any officer may be removed from office by the affirmative vote of two-thirds of all the trustees at any regular or special meeting called for that purpose, for (a) conduct detrimental to the interests of the corporation, i.e. for any act or omission undertaken with the deliberate intent to cause injury to the Corporation, or (b) for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Trustees at such meeting. Any vacancy created by the removal of any such officer shall be filled in the manner prescribed in Article IV, Section 3 hereof.

Article V

Agents and Representatives

1. The Board of Trustees may appoint agents and representatives of the Corporation with powers and to perform acts or duties on behalf of the Corporation as the Board of Trustees may see fit, so far as may be consistent with these Regulations, to the extent authorized by law.

2. There shall be an Executive Director of the Corporation who shall be responsible for the day to day operations of the Corporation in carrying out the purposes for which it was formed.

Article VI

Contracts

The Board of Trustees, except as otherwise provided in these Regulations, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance, and unless so authorized by the Board of Trustees, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or for any amount.

Article VII

Committees

1. General. The Chairman of the Board of Trustees may appoint from its number, or from among such persons as the Board may see fit, one or more advisory committees, and at any time may appoint additional members; provided, however, that no such committee shall be composed of a majority of the members of the Board; and, provided further any member of such committee who is not a trustee shall be deemed a non-voting, -ex-officio member

only. The members of any such committees shall serve during the pleasure of the Board of Trustees. Such advisory committees shall advise with and aid the officers of the Corporation in all matters designated by the Board of Trustees, but shall have no decision making authority on behalf of the Corporation. Each such committee may, subject to the approval of the Board of Trustees, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

2. Reimbursement of expenses. The members of any advisory committee shall not receive any stated salary for their services, but by resolution of the Board of Trustees expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such committee, as well as expenses incurred by members in the performance of their duties.

3. Establishment of Specific Advisory Committees. In addition to any other advisory committees the Board shall establish the following Committees of the Corporation, the chair• persons of which shall be appointed by the Chairman, for the following purposes:

(a) The Design and Construction Committee. There shall be a Design and Construction Committee to advise the Board on the design and construction of the sports facility to be constructed and operated by the Corporation pursuant to its purposes, including the preparation of costs estimates and advising on the

selection of engineers, architects and contractors for such design and construction.

(b) The Personnel Committee. There shall be a Personnel Committee to advise the Board on all personnel practices and policies of the Board consistent with the purposes of the Corporation and these Regulations, including advising on the hiring of staff, consultants and other independent contractors to the Corporation.

(c) The Development Committee. There shall be a Development Committee to advise the Board on matters relating the economic development activities of the Corporation within the City of Cleveland pursuant to its purposes, including advising on the nature and extent of such development and solicitation and review of proposals for such development.

(d) The Marketing/Public Relations Committee. There shall be a Marketing/Public Relations Committee to advise the Board with respect to the activities of the Corporation in raising private monies for the purposes of constructing and operating a sports facility pursuant to its purposes, including advising on the sale of loges and club seating, and to otherwise advise the Board on matters related thereto.

(e) The Finance Committee. There shall be a Finance Committee to advise the Board on matters relating to the financing for the construction and operation of the sports facility to be constructed and operated by the Corporation pursuant to its

purposes, including advising on the selection of a financial team for purposes of issuing bonds to finance such construction, developing budgets for the construction and operation of the sports facility and related matters.

Article VIII

Fiscal Year

The fiscal year of the Corporation shall commence on January 1 of each year and end on December 31.

Article IX

Prohibition Against Sharing in Corporate Earnings

No member, trustee, officer or employee of or member of a committee of or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed **by** the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be

distributed in such amounts as the Board of Trustees may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Trustees, exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended or to a governmental body or agency to be used exclusively for the purposes of the Corporation as stated in its Articles of Incorporation, or in the event such purposes cannot be fulfilled, designated public purposes.

Article X

Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees, without being restricted to the class of investments which a trustee is or may be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501 of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended.

Article XI

Amendments

1. By trustees. The Board of Trustees shall have power to make, alter, amend and repeal the Regulations of the Corporation by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law; provided, however, that Article II, Sections 1, 2 and 12 and Article III, Sections 1 and 4 of these Regulations may not be further amended without the consent of the Board of County Commissioners of Cuyahoga County and the Mayor of the City of Cleveland. All Regulations made by the Board of Trustees may be altered, amended or repealed by the members.

2. By members. The Regulations may be altered, amended or repealed at any meeting of members of the Corporation by a majority vote of all the members, provided that the proposed action is inserted in the notice of such meeting; provided, however, that Article II, Sections 1, 2 and 12 and Article III, Sections 1 and 4 of these Regulations may not be further amended without the consent of the Board of County Commissioners of Cuyahoga County and the Mayor of the City of Cleveland.

Article XII

Exempt Activities

Notwithstanding any other provision of these Regulations, no member, trustee, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c) (2) of such Code and Regulations as they now exist or as they may be amended.

Article XIII

Miscellaneous

1. The Board shall establish a written Minority Business Enterprise policy pursuant to Ohio Revised Code Section 307.696(F) as soon as feasible, which policy shall be approved by a majority of the Board of Trustees.

2. The Board shall establish written policies with respect to conflict of interest, not inconsistent with these Regulations, which policies shall be approved by majority of the Board.

3. The Board shall establish written indemnification policies for its trustees, employees or agents, which policies shall be approved by a majority of the Board.

4. The Corporate Record Book of the Corporation, which shall include the Articles of Incorporation, these Regulations, the minutes of meetings of the members and the Board of Trustees, and its membership book, as well as, financial reports presented at meetings of the Board of Trustees, the annual financial report provided for herein, and other records designated **by** the Board of Trustees shall be promptly prepared and made available for inspection to any person at all reasonable times during regular business hours. Upon request, the Executive Director shall make copies available, at cost, within a reasonable period of time.