

**AMENDED AND RESTATED BYLAWS OF
THE WILDERNESS CENTER, INC.**

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AMENDED AND RESTATED BYLAWS OF

THE WILDERNESS CENTER, INC.

ARTICLE I **GENERAL**

Section 1. Name; Organization. The name of the corporation shall be The Wilderness Center, Inc. (the “Corporation”). The Corporation shall be organized under Chapter 1702 of the Ohio Revised Code (“Ohio Nonprofit Law”), as amended from time to time, as a not for profit entity. The Corporation is a 501(c)(3) tax-exempt organization under the Internal Revenue Code.

Section 2. Governing Documents. These bylaws (“Bylaws”) and the Corporation’s Articles of Incorporation (“Articles”), as the same may be amended from time to time, shall govern the operations of the Corporation and shall supersede Ohio law to the extent permitted and only with regard to the issues specifically addressed by the Bylaws and Articles. These Bylaws shall also be known as and considered to be Regulations of the Corporation for any purpose provided by Ohio Nonprofit Law.

Section 3. Location. The Corporation’s principal office or offices shall be located in Stark County, Ohio, or such other location as the Board of Directors of the Corporation shall from time to time designate.

Section 4. Mission Statement. The mission statement of the Corporation shall be: To connect our community with nature, educate people of all ages, conserve natural resources and practice environmental stewardship.

Section 5. Purpose. The purpose of the Corporation shall be as set forth in the Articles, of record and on file with the Ohio Secretary of State, as the same may be amended from time to time. Notwithstanding the foregoing, a summary statement of the purpose of the Corporation shall be “to connect people and nature for educational, scientific, recreational, and cultural pursuits; to establish and operate a nature center or centers in the State of Ohio; to preserve biodiversity, to protect natural environmental systems and scenic beauty; to protect, enhance and restore native habitats through conservation easements and/or holding title to land outright or in trust to foster any one or more of the purposes above.”

ARTICLE II **MEMBERS AND MEETINGS OF MEMBERS**

Section 1. Classes of Membership. The Corporation shall have two (2) classes of members:

- (a) Primary Member – Each person whose application for membership pursuant to Section 2 of this Article II has been approved by the Board of Directors or its designee, and who has paid fees and dues required for Primary membership as set forth by the Board of Directors, will be deemed a “Primary Member” until such time as that person’s membership as a Primary Member is terminated pursuant to these Bylaws.
- (b) Corporate Member – Each individual who is serving as a member of the Corporation’s Board of Directors will be deemed a “Corporate Member”. A person who is a Corporate Member shall cease to be a Corporate Member when he or she ceases to be a Director of the Corporation. Corporate Members shall be taken as “members” of the Corporation

for the purpose of any statute or rule governing Non-Profit Corporations in the State of Ohio. Each Corporate Member shall meet the qualifications as set forth by the Board and otherwise fulfill the obligations of Primary Members in good standing as the Board may direct.

Section 2. Primary Member Application. Applications for Primary membership in the Corporation shall be set forth in form and substance as determined by the Board of Directors from time to time. Applications for Primary membership may require such information and supporting documentation as the Board of Directors may, from time to time, deem necessary or appropriate. Any person or entity that completes an application for Primary membership and otherwise complies with the obligations of a Primary Member as set forth by the Board shall be deemed a Primary Member. At the discretion of the Board of Directors, the membership of any Primary Member may be terminated or one or more privileges of Primary membership may be suspended for the abuse or misuse of such membership privileges or for activities deemed by the Board of Directors to be detrimental to the best interests of the Corporation.

Section 3. Primary Member Dues. As a condition to Primary membership in the Corporation, each Primary Member shall pay dues to the Corporation in such amounts, upon such notice and at such times and manner as the Board of Directors may, from time to time, prescribe. The Board of Directors reserves the right to increase the amount of dues owed by Primary Members in accordance with these Bylaws.

Section 4. Non-Transfer. No Corporate Member or Primary Member may assign or transfer, by operation of law or otherwise, its respective membership in the Corporation or the rights, privileges, duties and interests related thereto.

Section 5. Rights of Members. Corporate Members of the Corporation shall be entitled to exercise all of the rights and privileges of a Corporate Member provided in these Bylaws. Primary Members in the Corporation shall be entitled to exercise all rights and privilege afforded to Primary Members by the Board of Directors as determined from time to time.

Section 6. Voting Power of Corporate Members. The Corporate Members shall have all of the voting power of the members of the Corporation. No other class of members shall be entitled to any voting rights. The Corporate Members shall vote for the election of Directors and on all other matters requiring the vote of Corporate Members hereunder.

Section 7. Annual Meetings of Corporate Members. An annual meeting of the Corporate Members shall be held each year at a time and place designated by the Board of Directors, for the purpose of electing the Board of Directors and such other business as may be properly before the Corporate Members at such meeting.

Section 8. Notice of Annual Meetings. Notice of the time and place of annual meetings of Corporate Members shall be served, either personally or by mail (including by electronic means in accordance with the Ohio Revised Code), not less than ten (10), nor more than sixty (60) days before the meeting, upon each person who appears upon the books of the Corporation as a Corporate Member and, if mailed, such notice shall be directed to said Corporate Member at his or her address as it appears on the books of the Corporation unless such Corporate Member shall have filed with the Secretary of the Corporation a written request that notices intended for it be

mailed to some other address, in which case it shall be mailed to the address designated in such request.

Section 9. Special Meetings. Special meetings of the Corporate Members may be called at any time by the President of the Corporation, or by the affirmative vote of a majority of the Board of Directors.

Section 10. Notice of Special Meetings. Notice of a special meeting stating the time, place and purpose or purposes thereof shall be served personally or by mail (including by electronic means in accordance with the Ohio Revised Code), upon each Corporate Member, not less than ten (10) nor more than sixty (60) days before such meeting, and if mailed such notice shall be directed to each such Corporate Member at its address as it appears on the books or records of the Corporation, unless such Corporate Member shall have filed with the Secretary of the Corporation a written request that notices intended for such member shall be mailed to some other address, in which case it shall be mailed to the address designated in such request.

Section 11. Quorum. At any annual or regular meeting of the Corporate Members, the presence of a majority of the Corporate Members, either in person or by the use of authorized communications equipment (including telephone, and web-based conferencing software, such as Zoom or Microsoft Teams) shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the Corporate Members present at any meeting at which there is a quorum shall be the act of the full Corporate membership except as may be otherwise specifically provided by applicable law, the Articles or by these Bylaws. A meeting may be adjourned from time to time, whether or not a quorum is present, by vote of the majority of the Corporate Members present at such meeting, without notice other than by announcement at the meeting and without further notice to any absent Corporate Member.

Section 12. Voting. At every meeting of the Corporate Members, each Corporate Member shall be entitled to one (1) vote, and no Director will have veto power. The vote upon any questions before the Corporate Members, upon the demand of any Corporate Member, shall be by written ballot, or by other means prescribed by the Corporate Members. All elections made and all questions decided by the Corporate Members shall be by a majority vote, unless otherwise expressly provided in these Bylaws.

Section 13. Waiver of Notice. Whenever, under the provisions of any applicable law or under the provisions of the Articles or these Bylaws, the Corporation or the Board of Directors is authorized to take any action after notice to the Corporate 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 be 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 such person's attorney thereunto authorized.

Section 14. No Proxies. All voting by the Corporate Members at any meeting shall be in person at such meeting or as otherwise authorized by these Bylaws. No Corporate Member may attempt to designate or otherwise vote by proxy at any meeting, and any vote cast not in accordance with these Bylaws shall be void.

Section 15. Compensation and Expenses. Corporate Members shall not receive or be

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entitled to any stated salary or other compensation or distributions for their services as such, but the Board of Directors shall have the power in its discretion to contract for and to pay special compensation to members rendering unusual or special services to the Corporation.

ARTICLE III **BOARD OF DIRECTORS**

Section 1. Control. The management of the affairs of the Corporation, including the determination of its policies and activity, and control and disposition of its properties, shall be vested in and controlled by a Board of Directors (“Board” or “Board of Directors”), subject to any provision of applicable law, the Articles or these Bylaws.

Section 2. Number; Qualification of Directors. The Board shall consist of such number of Directors being not fewer than ten (10) and not more than nineteen (19) individuals. The Board shall be divided into three (3) groups of Directors as nearly equal in number as possible. All Directors shall be Primary Members of the Corporation in good standing and either participate in the annual campaign or contribute needed professional services.

Section 3. Term. Subject to the provisions of Section 13 of this Article III, each Director shall serve for a term of three (3) years or until his or her successor is designated or elected, as the case may be, or until his or her earlier resignation, removal from office, or death. A Director may resign at any time by giving written notice of such resignation to the Board.

Section 4. Election. The Directors shall be elected by the Corporate Members at each annual meeting, or at a special meeting called for that purpose. The number of Directors to be elected at each annual meeting shall be one-third ($\frac{1}{3}$) of the then current total number of Directors (or one group of Directors). For the election of Directors, Corporate Members may nominate individuals and elect such individuals as Directors by majority vote in accordance with Article II hereof and subject to the limitations of Section 2 of this Article III.

Section 5. Removal. Any Director may be removed from the Board, with or without cause, by the affirmative vote of not less than three-quarters ($\frac{3}{4}$) of the Directors then serving on the Board.

Section 6. Powers and Duties. The Board of Directors shall elect the officers of the Corporation and prescribe the powers and duties thereof; and shall make rules and regulations, not inconsistent with applicable law, the Articles or these Bylaws, for the proper day-to-day management of the affairs of the Corporation by such officers and committees.

Section 7. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times as the Board of Directors may, in its discretion, determine.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Corporation, or upon the written request to the Secretary of the Corporation by three (3) or more Directors.

Section 9. Notice. Notice of all meetings of the Board shall be given to the Directors at least three (3) days prior to the meeting. Any Director may waive notice of any meeting, and attendance of a Director at a meeting without protest shall constitute a waiver of effective notice

of such meeting.

Section 10. Place of Meetings. All meetings of the Board of Directors shall be held in such location as the Board may from time to time fix.

Section 11. Quorum and Presence. For purposes of all Board meetings and all Board actions, and except in the case of an emergency as provided by applicable law, a quorum of the Board of Directors shall consist of not less than the duly elected and acting majority of the Directors then serving at the time of such meeting or action. Except as provided below, physical presence of a Director at all meetings of the Board shall be required in order to vote or to be considered for purposes of determining the existence of a quorum. Notwithstanding the foregoing, Directors may participate in any meeting by means of authorized communications equipment (including telephone, and web-based conferencing software, such as Zoom or Microsoft Teams), provided all persons participating can hear each other. Participation in a meeting via such communications equipment shall constitute presence at such meeting. Except as otherwise expressly provided by applicable law, the Articles or these Bylaws, every act or decision done or made by a majority of the Directors present (in accordance with these Bylaws) at a duly held meeting at which a quorum is present shall be regarded as an act of the Board.

Section 12. Vacancies. In the event any Directorship which becomes vacant by death, resignation, retirement, disqualification, or any other cause, the President may appoint a Director to fill such vacancy, provided however that such appointment must be confirmed by the affirmative vote of a majority of the Board of Directors present at the next annual, regular, or special meeting.

Section 13. Term Limits. Directors elected to the Board for the first time prior to the year 2005 are not subject to term limits and may be elected to an unlimited number of consecutive terms. Directors elected to the Board for the first time in the year 2005 or after are subject to the following term limits: (a) a Director may be elected to a maximum of two consecutive three-year terms; (b) after serving two consecutive three-year terms, a Director may not be reelected to the Board, provided, however, that the Board may authorize and approve any Director to exceed the term limit provided herein; (c) a Director who previously served as a Director but was precluded from being reelected due to the term limits set forth in this Section may be reappointed or reelected to a new term after one year from the expiration of the Director's prior term; and (d) a Director serving as an officer of the Corporation shall not be subject to term limits.

Section 14. Ethics. All Directors shall comply with a Code of Ethics approved by the Board of Directors from time to time. Directors in violation of the Code of Ethics shall be subject to removal in accordance with these Bylaws. Each year, each Director shall execute in writing an acknowledgment of the Code of Ethics, as the same may be altered or amended by the Board from time to time.

Section 15. Compensation. No Director shall receive compensation for any service that they may render to the Corporation in their capacity as a Director. However, any Director may be reimbursed for actual expenses incurred in the performance of their duties, as approved by the Board.

Section 16. Manner of Action. All resolutions or actions adopted by the Board of Directors must receive no less than a majority affirmative vote of the Directors present at a meeting of the

Board of Directors at which there is a quorum, except as may specifically otherwise be provided in these Bylaws.

Section 17. Actions in Writing. An action and resolutions of the Board of Directors may be taken without a meeting if authorized in writing by all of the Directors in accordance with applicable law. Such writing or writings must be filed with or entered upon the records of the Corporation.

ARTICLE IV **OFFICERS**

Section 1. Creation. The officers (“Officers”) of the Corporation shall be the President, Executive Director, a First Vice President, a Second Vice President, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. Officers shall be voting members of the Board of Directors, with the exception of the Executive Director who is a non-voting member. No person shall concurrently hold two offices.

Section 2. Election. At the first regular meeting of the Board of Directors immediately following the annual meeting of the Corporate Members, the Board of Directors shall elect the officers provided by these Bylaws. Except as otherwise provided by these Bylaws, Officers shall be chosen from the then current Board of Directors.

Section 3. Term. Subject to the provisions of these Bylaws, officers of the Corporation shall serve one (1) year terms or until their successor is appointed. Officers may serve an unlimited number of terms, with the exception of the President, who shall be limited to three (3) consecutive one-year terms.

Section 4. Removal; Vacancies. Any officer elected by the Board may be removed prior to the expiration of such officer’s then-current term, with or without cause, by action of the Board. The President of the Corporation may appoint Directors to vacant officer positions, provided, however, that the Board of Directors shall confirm such appointments by the affirmative vote of a majority of the Board of Directors present at the next meeting of the Board immediately following such appointment.

Section 5. President. The President shall serve as Chairman of the Board of Directors and shall, subject to the oversight of the Board, supervise the Executive Director. The President shall do and perform such other duties as may be assigned by the Board of Directors.

Section 6. Executive Director. The Executive Director shall be appointed by the Executive Committee and approved by the Board of Directors, and may be removed, with or without cause, by action of the Board. The Executive Director shall be the Chief Executive Officer of the Corporation, with all express, implied, and incidental powers pertaining thereto. The Executive Director shall attend meetings of the Board of Directors, provided, however, that the Executive Director shall not have a vote on Board matters. The Executive Director shall have such compensation as the Board of Directors shall fix from time to time. The Executive Director, or another employee of the Corporation designated by the Executive Director, shall maintain a record of the Primary Members of the Corporation in good standing. The Executive Director may appoint

such other agents and employees, and assign them such duties and responsibilities as, in the Executive Director's judgment, may be in the best interests of the Corporation with prompt notice given to the Executive Committee at its next regular meeting. The Executive Director shall have the power to discharge agents and employees of the Corporation at its discretion without seeking prior approval from the Board of Directors or the Executive Committee. The Executive Director shall do and perform such other duties as may be assigned by the President or the Board of Directors.

Section 7. Vice Presidents. The First Vice President, or in his or her absence or inability to act, the Second Vice President, shall have the power and authority to perform all the functions and duties of the President in the absence of the President, or his or her inability for any reason to act. The First and Second Vice President, as the case may be, shall do and perform such other duties as may be assigned by the Board of Directors.

Section 8. Secretary. The Secretary shall cause the issuance of all notices of meetings in accordance with these Bylaws, whether of Corporate Members or of the Board of Directors. The Secretary shall attend all meetings of the Corporate Members or Board of Directors and keep and maintain full and complete records of the minutes and proceedings of such meetings in the minute book of the Corporation. In the absence of the Secretary at any meeting, the Secretary shall appoint another officer or Director to temporarily serve in such capacity and perform the duties of Secretary. The Secretary shall also serve as Secretary of the Board of Directors. The Secretary shall do and perform such other duties as may be assigned by the Board of Directors

Section 9. Treasurer. The Treasurer shall provide guidance to the Executive Director and Board of Directors via financial reports and financial policy oversight that the Executive Director may request from the Corporation's agents and employees, or external auditors and/or accountants. The Treasurer shall monitor the recordkeeping and financial reporting required of the Corporation. The Treasurer may serve as a signatory on all bank and investment accounts of the Corporation in accordance with these Bylaws. The Treasurer shall do and perform such other acts and duties as may be assigned by the Board of Directors. The Treasurer shall possess the necessary experience and professional designation to fulfill the duties as stated above.

Section 10. Compensation. Except as otherwise expressly provided in these Bylaws, the Officers of the Corporation shall not receive compensation for any service that they may render to the Corporation as an Officer.

ARTICLE V **COMMITTEES**

Section 1. Executive Committee. The Executive Committee shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, and other Corporate Members as determined by the Board of Directors. The Executive Committee shall have such powers and perform such duties and conduct the business of the Corporation between meetings, as may be delegated to it by the Board of Directors, not inconsistent with applicable law, the Articles or these Bylaws. The President shall serve as Chairman of the Executive Committee. The Executive Committee shall have the power, in its discretion, to create such other committees, either special or standing, as the Executive Committee may deem necessary, and to delegate to such committees such powers and duties as the Executive Committee may deem advisable, not inconsistent with

the applicable law, the Articles or these Bylaws. The Executive Director shall serve as an ex-officio, non-voting member of the Executive Committee, and may serve as an ex-officio, voting member of any committee formed or created by the Executive Committee. Actions of the Executive Committee are subject to approval or ratification by the Board of Directors at the annual meeting or next regular or special meeting of the Board. All actions taken by the Executive Committee shall be approved by majority vote of the Executive Committee members.

Section 2. Standing Committees. The Executive Committee shall appoint the following standing committees: (a) Dev/Mar; (b) Building and Preserves; (c) Finance and Investment; (d) Education; and (e) Foxfield. Each standing committee shall meet regularly with such frequency as may be necessary to carry out the duties of such standing committee as prescribed by the Executive Committee or the Board of Directors. Each standing committee shall have a Manager, which shall be appointed, from time to time, by the Executive Committee and shall manage the ordinary operations of each respective standing committee. Each Manager shall be a member of the Board of Directors. Except for the Manager, standing committee members are not required to be Directors. The standing committees shall report to the Executive Committee or Board of Directors from time to time, as deemed necessary or appropriate.

Section 3. Ad Hoc Board Committees. The Executive Director, with approval by the Executive Committee, may establish ad hoc committees to perform a specific task or objective. An ad hoc committee shall be dissolved after the completion of its prescribed task or objective, or may otherwise become a standing committee if deemed necessary or advisable by the Executive Committee.

ARTICLE VI INDEMNIFICATION

Section 1. Persons Indemnified. The Corporation shall indemnify, defend and shall pay the expenses of each Director, officer, agent and employee of the Corporation and each former Director, officer agent and employee of the Corporation in the manner and to the extent provided under the provisions of Section 1702.12(E) of the Ohio Revised Code as such section may be altered or amended from time to time and to the full extent permitted thereby. The Corporation may, in its absolute discretion, indemnify, to the fullest extent permitted by law, persons other than those designated above in the discretion of the Board of Directors; provided, however, that the Board of Directors, in making determinations with respect to indemnification, shall not be obligated to take into account prior determinations with respect to indemnification by the Corporation.

Section 2. No Limitation. The indemnification provisions contained in this Article shall not be deemed to limit the ability of the Corporation to indemnify any Director, officer, agent, volunteer, appointee or employee of the Corporation (or any other person who may be indemnified under Section 1702.12(E) of the Ohio Revised Code) pursuant to an agreement, any policy of insurance purchased by the Corporation, any vote of the Board of Directors, or otherwise. Any such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under applicable law or otherwise.

Section 3. Insurance. The Corporation shall purchase and maintain insurance on behalf of any such person entitled to indemnification in these Bylaws against any liability asserted against

him or her and incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or of Section 1702.12(E) of the Ohio Revised Code.

ARTICLE VII **CONFLICTS OF INTEREST**

A conflict of interest may exist with respect to a contract, action, or transaction if the contract, action, or transaction is between or affects the Corporation and one or more of its Directors or Officers, or is between or affects the Corporation and any other corporation or other organization in which one or more of its directors or officers are Directors or Officers, or in which one or more of the Corporation's Directors or Officers have a financial or personal interest. If any such conflict of interest exists, the subject contract, action, or transaction shall be voided or voidable with respect to the Corporation unless one of the following applies: (1) the conflict of interest and any material facts thereof and related thereto are disclosed to or are known to the Board of Directors, the Board, in good faith reasonably justified by the material facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested Directors, even where the disinterested Directors constitute less than a quorum of the Board, and the minutes of the meeting of the Board reflect that the conflict was so disclosed and that the interested person(s) was not present during and did not participate in the final discussion, deliberation, or vote on the matter; or (2) the contract, action, or transaction is fair as to the Corporation as of the time it is authorized or approved by the Board of Directors. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors thereof which authorizes the contract, action, or transaction.

ARTICLE VIII **AMENDMENT**

These Bylaws may be amended at any annual or special meeting of the Corporate Members, provided copies of the proposed amendment shall have been sent with the required notices of such meeting. The affirmative vote of at least a majority of the Corporate Members present at a meeting in which there is a quorum shall be required for passage. The date of the adoption of any amendment to the Bylaws must be included on the face of the document.

ARTICLE IX **FISCAL MATTERS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors from time to time.

Section 2. Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors consistent with applicable law.

Section 5. Contracts. The Board of Directors may authorize in writing any officer, employee or agent to enter into any contract or instrument in the name of and on behalf of the Corporation. Such authority may be general or limited to specific instances, subject to approval or ratification by the Board of Directors.

Section 6. Reporting. At the end of the fiscal year, the Board of Directors will direct the Officers and Executive Committee regarding closing and inspection of the books and records of the Corporation. This will include, but not be limited to, completion of tax forms, including the Form 990, which shall be filed in a timely fashion as required by the Internal Revenue Service to maintain a tax-free status. These reports shall be filed with the books and records of the Corporation.

ARTICLE X **BOOKS AND RECORDS**

The books, records, and papers of the Corporation shall be, at all times, during reasonable business hours, subject to inspection at the Corporation's principal office by any member and the public to the extent required by Internal Revenue Code, regulations promulgated thereunder, or any other applicable law concerning exempt non-profit entities. The Articles and these Bylaws shall be available for inspection by any Corporate Member at the principal office of the Corporation, or copies may be purchased at reasonable cost.

ARTICLE XI **PRIORITY OF DOCUMENTS**

Section 1. Conflicts. In the case of any conflict between the Articles and these Bylaws, the Articles shall control.

Section 2. Prior Documents Superseded. These Bylaws are adopted in accordance with the Ohio Revised Code and hereby restate, amend and supersede any prior Code of Regulations, Constitution, or Bylaws adopted by the Corporation, as previously amended and/or restated, in their entirety, and such documents shall be of no further force or effect as of the effective date of these Bylaws.

Adopted _____, 2023.