

OHIO ECONOMIC DEVELOPMENT ASSOCIATION, INC.

CODE OF REGULATIONS

Amended October 6, 2022 (OEDA Annual Mtg.)

ARTICLE I. NAME

The name of this organization is the **Ohio Economic Development Association, Inc.**

ARTICLE II. PURPOSE AND ORGANIZATION

Section 1: Mission

The mission of the Ohio Economic Development Association is to advance the practice of economic development to foster economic growth, prosperity, and opportunity for all residents of the State of Ohio.

Section 2: Goals

OEDA is a voluntary professional association for economic and community developers dedicated to advancing the profession, the practice of economic development, and the State's economy through professional development, networking, advocacy, and collaboration with state, regional, and local economic development organizations. The organization is driven by the following goals:

- (a) Providing professional development and continuing education opportunities for all levels of practitioner;
- (b) Providing a forum for the interchange and exchange of ideas, information, principles, and practices in the field of economic development in Ohio;
- (c) Encouraging excellence and professionalism in the practice of economic development;
- (d) Working collaboratively and in cooperation with federal, state, regional, and local organizations, and allied professions, as appropriate;
- (e) Advocating, on a non-partisan basis, on issues of public policy, including federal and state legislation and regulations that impact the practice of economic development and the ability of the State to maintain an attractive and competitive business climate; and,
- (f) Ensuring member practitioners adhere to the highest levels of professional conduct, standards, and ethics.

Section 3: Statement of Neutrality

The OEDA in all of its activities will be a non-partisan and non-sectarian body.

Section 4: Legal Organization

The OEDA is a not-for-profit corporation as designated under 26 U.S.C.A. § 501, I.R.C. § 501(c)(6). OEDA is not authorized to take any action not allowed by the Internal Revenue Code for such an organization.

ARTICLE III. MEMBERSHIP

Section 1: Classification of Membership

All persons whose business or volunteer interests are concerned with economic development within the State of Ohio are eligible for membership in OEDA, including both Ohio residents and non-residents. The Chair, in consultation with the Board of Directors, are responsible for establishing classifications of membership with corresponding dues and benefit structures. The Board of Directors retains the right to make a final determination regarding the appropriate membership classification for any new or renewing members.

The membership classifications include but are not limited to:

- Individual Membership – Available to individuals whose primary job responsibility, function, consulting focus, or volunteer interest is economic and/or community development within the State of Ohio. Members of affiliated professions, who support the economic advancement of Ohio are also eligible for membership. Examples of affiliated professions include but are not limited to architects, attorneys, bankers, contractors, engineers, and land planners. Elected and appointed officials are also eligible for individual membership.

If an organization has more than one individual member, the first member is to pay the established membership rate, with subsequent memberships at a reduced rate as determined by the Board of Directors from time-to-time.

- Member in Transition – Available to individuals who are undergoing a transition in their career status as a result of temporary job change, relocation, or employment status. This category is only open to individuals who had been an individual member in good standing during the preceding three years.

An individual member can renew as a member in transition for one additional year for a total of two years in this category. OEDA's executive committee may, at its discretion, determine or waive dues for this membership classification.

- Retiree: Available to former individual members who have retired fully from compensated employment. This category is only open to individuals who had been an individual member in good standing during the preceding three years. Once a member has transitioned from an individual membership to a retiree category, they can renew at that level in subsequent years.

Section 2: New Member Application and Annual Dues

A prospective new member is to complete an "Application for Membership" form and submit the appropriate fees, dues, and/or assessments, as required, to the Board of Directors or to the Chair on behalf of the Board of Directors. Dues are payable at the beginning of each calendar year, or another schedule as determined by the Board of Directors. OEDA retains the right to make a final determination

regarding membership, including the appropriate membership classification for any new or renewing members.

Section 3: Removal of Members

- (a) Members may be removed from membership for non-payment of dues, fees, and/or assessments;
- (b) Removal from membership for cause, including violations of OEDA Code of Ethics or other professional standards adopted by the Board of Directors, may be requested and is effective upon action of 2/3 vote by the Board of Directors. Subsequently, after a two-year period has ended, and solely at the Board's discretion, a removed member can be reinstated with a 2/3 vote of the Board of Directors.
- (c) Removal for cause may be initiated in furtherance of OEDA's Code of Ethics enforcement, as may be established and updated from time-to-time by the OEDA Board of Directors.

ARTICLE IV. MEETINGS OF THE MEMBERSHIP

Section 1: Annual Meeting

An annual meeting of the members is to be held in the last quarter of each calendar year as determined by the Board of Directors at such place within the State of Ohio as the Board of Directors may prescribe. At such meeting the members are to (i) elect Directors to serve as provided in this Code of Regulations and/or (ii) conduct any other business coming before the membership.

Section 2: Special Meetings

In accordance with the Policies and Procedures adopted by the Board of Directors, and with respect to the notice requirements articulated below, a majority of the Board of Directors may call additional, special membership meetings for the purpose of (i) electing Directors to serve as provided in this Code of Regulations and/or (ii) conducting any other business coming before the membership.

Section 3: Notice

Either the Secretary or the Chair shall furnish notice of the time and place of all general membership meetings by in-person communication, mail, or electronic transmission to each member at least 48 hours before the date thereof.

Section 4: Quorum

At any meeting of the members, a simple majority of those present constitutes a quorum. Members are considered present if they are connected electronically or by Authorized Communications Equipment, as such term is defined below.

Section 5: Voting

At every such meeting of the membership, each member participating in person or electronically is entitled to cast one vote on each matter duly submitted to a vote of the membership. Votes received

electronically through voice communications or written communications or by other suitable alternative mechanisms are valid votes.

ARTICLE V. BOARD OF DIRECTORS

Section 1: Powers

The property, affairs, and business of the organization are under the care of, and managed by, a Board of Directors. All meetings are open to the membership, with the exception of executive sessions to discuss personnel, legal or financial matters, pending or threatened litigation, or any other matters requiring confidentiality as determined by the members of the Board of Directors. Persons approved by the Board may attend during any such executive session. A majority of the Directors present is considered a quorum.

Section 2: Classification and Terms of Office

(a) The Board of Directors consist of three (4) classifications:

- (1) Area directors (6)
- (2) At-large directors (6)
- (3) Chair-appointed directors (up to 6)
- (4) Economic Development directors (up to 9)

(b) Terms of Office

The Board of Directors are to serve staggered terms, as outlined below and, unless otherwise noted, commencing in calendar year 2023, with the Nominating Committee to monitor and recommend changes as necessary:

- (1) One-half of the Area Directors (three (3)) are to be elected for two (2) year terms during 2022, with such terms commencing January 1, 2023, and then during such *even years* thereafter.
- (2) One-half of the Area Directors (three (3)) are be elected for one (1) year terms during 2022, with such one-year terms commencing and in place during 2023, and then during *odd years* thereafter to two (2) year terms.
- (3) Three (3) at-large directors are to be elected for two (2) year terms during 2022, with such term commencing January 1, 2023, and on *even years* thereafter.
- (4) Three (3) at-large directors are be elected for initial one (1) year terms during 2022, with such one-year terms commencing and in place during 2023, and then during *odd years* thereafter to two (2) year terms.
- (5) Chair-appointed directors are to be appointed for one (1) year.

(c) All terms of office shall commence on January 1 of each year, with exception for those new members of the Board of Directors appointed as Officers at a Board meeting held prior to January 1.

(d) To serve as Director, the individual must be a current member in good standing of OEDA.

Section 3: Composition

The Board of Directors consists of no more than twenty-six (26) voting directors, each of which must be a member.

(a) Six (6) area directors are elected at-large by the full membership, with one such director elected from each of the six (6) designated areas of the State of Ohio, as shown in greater detail in **Exhibit A** attached hereto.

(b) Six (6) directors are elected at-large by the full membership.

(c) The Chair, with approval of the full Board of Directors, may appoint up to six (6) directors.

(d) The Immediate Past Chair serves as director for one (1) year.

(e) At any moment in time, it must be that the majority of board members are employed in the field of economic development or by an economic development organization.

(f) No more than one (1) board member may be employed by a single company or organization. In the event a board member changes employers and becomes the second representative of a company or organization, that board member may be permitted to complete his or her term, at the discretion of the Board of Directors.

(g) The Chair may add additional voting directors as necessary to represent the State's economic development efforts, provided that the total number of voting directors does not exceed 26, unless otherwise approved by the Board of Directors. These additional directors shall be called Economic Development directors and shall represent Ohio's state and regional economic development structure.

Section 4: Nominating Committee

The Nominating Committee consists of at least five (5) members of OEDA. The members of the Nominating Committee are to elect one member of the Committee to serve as the Committee Chair. The Committee's composition should generally reflect the geographic distribution of the State of Ohio. The Chair of the Board of Directors appoints the Committee, with such appointments to be approved by the Executive Committee. The CEO shall serve as a member of the Nominating Committee but shall not have voting power.

The Nominating Committee is to submit a slate of individual candidates for the Board of Directors to the general membership at that annual meeting. The slate shall not contain the position of the Immediate Past Chair. The committee is to solicit interest to serve on the board from the entire membership, with such solicitation to occur at least 90 days prior to that annual meeting.

In the event that a Director's nomination is made from the floor at the annual meeting, the Chair of the Board of Directors is to immediately appoint three (3) tellers to count the written ballots and certify the results.

If for any reason the Chair determines that the Nominating Committee is unable to perform its duties or obligations under this Code of Regulations in a timely manner, then the Executive Committee may assume such responsibilities or assign such responsibilities to the Finance Committee.

Section 5: Meetings of the Board of Directors

(a) Annual Meeting

An annual meeting of the Board of Directors is to be held during the fourth quarter of each calendar year, with the date, hour, and location determined by the Board. The Chair and the Chief Executive Officer (the "CEO") are to report at the Board's Annual Meeting on the affairs of the OEDA.

(b) Special Meetings

A special meeting of the Board of Directors may be held at any time upon the request of the Chair or at least three (3) Directors, with the location of such special meeting as the Board of Directors may see fit for holding such meetings. Transactions at special meetings are to be limited to only the items contained in the agenda as described in the meeting notice.

(c) Regular Meetings

The Board must hold regular meetings at least once in each of the four (4) calendar quarters of the year, at times and places as designated by the Chair.

(d) Notice

Notice of the time and place of all Board of Director meetings is to be made in person, mailed, or transmitted electronically by or at the direction of the CEO or any officer to each Director at least 24 hours prior to the scheduled meeting time.

(e) Quorum

A majority of the Directors in office constitutes a quorum. Board members participating through Authorized Communications Equipment, as defined below, are to be counted as present for the purposes of determining quorum. The affirmative action of the majority of the Directors participating in person or electronically at a meeting at which a quorum is present constitutes action by the Board of Directors. Members are considered present if they are connected electronically or by other suitable alternative medium whereby they can hear and be heard.

(f) Voting

All questions and business at Board of Director's meetings are to be handled by an affirmative vote of a majority of the Directors representing quorum, unless otherwise specified in this Code of Regulations (e.g., for purposes of removing a member of OEDA). In the event of a tie on a motion of the Board of Directors, the Chair of the Board of Directors shall have an additional vote. A meeting at which a quorum is initially present may continue to transact business notwithstanding the departure of a Director, but any actions that are then taken still require the approval by at least a majority of the quorum for the meeting.

(g) Authorized Communications Equipment

These Regulations specifically permit the Board of Directors to use of “**Authorized Communications Equipment**” which is defined here as any type of communications equipment that provides a transmission, including, without limitation, by telephone, telecopy or any other electronic means, from which it can be determined that the transmission was authorized by and accurately reflects the intention of the Director involved, and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other. Such Authorized Communications Equipment may be employed from time-to-time in the conduct of the OEDA’s business for the purposes of: (i) giving notice of meetings or any other notice required under these Regulations or applicable law; (ii) attending and participating in meetings; (iii) giving a copy of any document; (iv) transmitting any writing required or permitted under these Regulations or applicable law; or (v) voting to the extent described in this Section 5, including by email.

Attending and participating in meetings, and voting on matters presented for decision during the course of those meetings, requires using such forms of Authorized Communications Equipment that allow contemporaneous communication among all persons participating in the meeting. Voting on actions taken without a meeting, as described below, may be conducted through Authorized Communications Equipment, whether or not it enables contemporaneous communication (i.e., email). Participating in meetings through permitted forms of Authorized Communications Equipment constitutes presence at the meeting. The use of Authorized Communications Equipment also constitutes a writing for purposes of satisfying written requirements under these Regulations or applicable law.

(h) Actions without a Meeting

In accordance with Ohio Revised Code Section 1702.25, any action that may be authorized or taken at a meeting of the Directors may be authorized or taken without the Directors meeting in person by an affirmative vote of, consent or approval among, and/or in a writing signed by all of the Directors who would be entitled to notice of such meeting for the purpose of accomplishing that action. A transmission by Authorized Communications Equipment is effective as of the date of its being sent and constitutes a signed writing for purposes of this Section. Actions taken without meeting under this Section are to be maintained by the Secretary, or their designee, in the records of the OEDA.

Section 6: Resignation

A Director may resign at any time by filing a written resignation with the Board of Directors.

Section 7: Removal of Directors

Any Director may be removed from the Board for excessive absenteeism or pursuant to the Removal of Members under Article III. Such removal of a Director may occur at any regular or special meeting of the Board of Directors by a simple majority vote.

Excessive absenteeism is defined here as missing at least 50% of Board of Director meetings during the previous twelve (12) month period. A Director participating through Authorized Communications Equipment, as defined in this Article V, is not to be considered absent for the purposes of his or her removal as a Director.

Section 8: Vacancies

If a vacancy occurs for any reason during the term of a Director, his or her replacement is to be appointed by the Board of Directors in accordance with the voting procedures set forth in this Article V. That appointed replacement Director is to serve for the remainder of the Director's specific term of office.

Section 9: Executive Committee

The Executive Committee consists of the Chair, Vice Chair, Treasurer, Immediate Past Chair of the Board, Secretary, and the CEO. However, the CEO shall not have voting power.

The Board of Directors may delegate to the Executive Committee, on an interim basis, certain of its powers, except as listed below. Any action so taken by the Executive Committee is to be reported at the full Board of Directors' next meeting.

The Executive Committee is to meet at least once every month of the calendar year, unless otherwise specified by the Policies and Procedures as adopted by the Board of Directors.

The Executive Committee shall be empowered to review the Code of Regulations and shall be responsible for the review of the Policies and Procedures of the Organization.

The Executive Committee may take any and all necessary actions otherwise permitted under this Code of Regulations in the event that other positions or committees are temporarily vacant or unable to carry out their duties.

Under no circumstances may the Executive Committee take any of the following actions without the approval of the Board:

- (1) To amend this Code of Regulations;
- (2) To elect or remove members of the Board;
- (3) To hire or terminate the chief executive;
- (4) To approve or change the budget; and,
- (5) To make material structural decisions with regards to the OEDA, including but not limited to adding or eliminating programs and approving mergers or the dissolution of the OEDA (with an exception from this prohibition for the creation of new committees and/or positions with OEDA).

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ARTICLE VI. OFFICERS

Section 1: Number of Officers and Qualifications

All officers are to be Directors. Officers are elected by the Board of Directors and such officers consist of a Chair, Vice Chair, Treasurer, Immediate Past Chair from the previous year, and Secretary.

Section 2: Election of Officers

The Board of Directors is to elect officers at the first such meeting of the Board following board member elections. The election of officers shall occur in accordance with the Board's voting procedures set forth in Article V.

Section 3: Resignation

Any officer may resign at any time by filing a written resignation to the Board of Directors.

Section 4: Removal of Officers

Any officer may be removed from their role for excessive absenteeism, demonstrated dereliction of duties under the Policies and Procedures adopted by the Board of Directors, or pursuant to the Removal of Members under Article III. Such removal of an Officer may occur at any regular or special meeting of the Board of Directors by a simple majority vote.

Section 5: Term Limits

Term limits for each office shall be determined by the Policies and Procedures as adopted by the Board of Directors.

Section 6: Vacancies

If a vacancy occurs for any reason during the term of an officer, the Board of Directors is to appoint a replacement for the unexpired term. Until such vacancy is filled, the Chair may exercise the authority to carry out the respective duties, obligations, and responsibilities that would have otherwise been maintained by the vacant individual, subject to the approval of such actions by the Board of Directors.

Section 7: Duties

a) Chair

The Chair is to serve for a term of one (1) year and, subject to the control of the Board of Directors, have general supervision as to the business of OEDA. The Chair is to have the general powers and duties not inconsistent with this Code of Regulations as may be assigned to them by the Board of Directors from time-to-time, including, but not limited to, the following:

- 1) To preside at all meetings of the membership and the Board of Directors;

- 2) To appoint chairs of any ad hoc committee deemed necessary;
- 3) To serve as *ex officio* member of all committees;
- 4) To appoint board members to serve as liaisons to other boards with the approval of the Board of Directors; and,
- 5) Subject to the Board of Directors' assent and concurrence, propose and help direct new policies or committees as necessary in furtherance of OEDA's goals.

b) Vice Chair

The Vice Chair is to serve for a term of one (1) year and, in the absence or disability of the Chair, perform all the duties of the Chair and supervise the affairs of the organization under the direction of the Chair and control of the Board of Directors. The Vice Chair is to have such other powers and duties not inconsistent with these regulations as may be assigned from time-to-time by the Chair of Board of Directors.

c) Treasurer

The Treasurer is to serve for a term of one (1) year and is to serve as the Chair of the Finance Committee and be responsible for overseeing the finances of the OEDA, including but not limited to overseeing the development, management and compliance with the organization's financial Policies and Procedures and the reporting of the organization's finances to the Board.

d) Immediate Past Chair

The Immediate Past Chair shall continue as an officer of the Board of Directors for a term of one (1) year unless otherwise determined by the Board of Directors.

e) Secretary

The Secretary shall be responsible for maintenance of documents and correspondence. The Secretary shall have charge over keeping accurate records of the proceedings at meetings, shall have such authority and perform such duties as are provided by law for such office and such as may at any time and from time to time, be assigned by the Board or the Executive Committee, shall have custody of and maintain all minutes, resolutions, records, documents and files of the Board and the Executive Committee, except financial records, and shall certify any such minutes, resolutions, records or documents as true and exact copies thereof.

The Secretary is to have the responsibility to maintain records in accordance with the Policies and Procedures as adopted by the Board of Directors and shall make available for inspection at reasonable times to any member of the organization and to the Board of Directors, all official records of the OEDA.

Section 8: Subordinate Officers

The Chair, in consultation with the Board of Directors, from time-to-time, in accordance with the Board's Policies and Procedures, may appoint such other Officers as it may deem advisable, each of whom shall have such title, hold office for such period, have such authority, and perform such duties as the Chair may determine.

ARTICLE VII. COMMITTEES AND COMMITTEE CHAIRS

Section 1: Committees

Subject to the approval of the Board of Directors, the Chair and the CEO may work collaboratively in accordance with the Policies and Procedures to propose the creation of new Committees that would be helpful to further advance OEDA's goals.

Section 2: Standing Committees

The Organization shall have three standing committees: The Nominating Committee, Executive Committee, and Finance Committee.

a) Finance Committee

The Treasurer shall be the chair of the Finance Committee, which shall include three other members of the Board of Directors. The purpose of the Finance Committee shall be to manage the finances of OEDA, to oversee the transactions of the organization, and to set the budget for the organization. The Finance Committee is responsible for the development and review of fiscal procedures, make a plan for the budget with staff and other board members, and otherwise act on behalf of the organization with regard to fiscal matters in accordance with the manner set forth in the Policies and Procedures. Major alterations to the proposed budget must be approved by the Board of Directors or Executive Committee.

The fiscal year shall be the calendar year. At the end of each calendar year, the finance committee must submit annual financial reports to the Board of Directors showing income, expenditures, and all other financial matters in accordance with the requirements set forth in the Policies and Procedures.

Section 3: Committee Chairs and Responsibilities

Each Standing Committee will have a chair and a vice-chair. The Chair must be a member of the Board of Directors and the Vice-Chair will be either a member of the OEDA Board of Directors or a Member with an interest in serving on the Board in the future. The vice-chair will be responsible for conducting the committee meetings when the chair is absent and ensuring that committee meeting minutes are distributed following the meeting.

Section 4: Vacancies

In the event that there are vacancies on any Committee, such that the Chair or the Vice Chair determines that said Committee is temporarily unable to effectively conduct OEDA's business, the Executive Committee may assume responsibility for such matters, but only until such time as the Board of Directors determines that the Committee at issue is able to effectively reassume its responsibilities.

ARTICLE VIII. OPERATIONS

Section 1: Selection

The Chair, subject to approval by the Board of Directors may select a CEO to be the chief operating officer of the organization and who shall, subject to the supervision of the Chair, perform all duties incident to the chief of administration or operation of the organization. The CEO shall have supervision and control over the daily operations of the organization in accordance with the Policies and Procedures and shall serve on the Board of Directors but shall not be a voting member of the Board of Directors.

Section 2: Duties and Responsibilities

The Secretary shall have the responsibility to archive the minutes of all meetings of the Board of Directors, committees, and members of the organization with the time and place of the meetings, how they were called or authorized, the notice given thereof, the names of those present and the proceedings thereof.

The Chair or the Secretary are to see that all notices are given in accordance with the provisions of this Code of Regulations; the Secretary is to be the custodian of all records and documents; keep a record of the mailing addresses of each member as furnished by each member, and in general, perform all other duties not inconsistent with this Code of Regulations.

Section 3: Financial Responsibilities

The Treasurer, in conjunction with CEO, has charge and custody of, and be responsible for, review and oversight of OEDA's financial operations.

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ARTICLE IX. DEPOSITS, CHECKS, LOANS, CONTRACTS, ETC.

Section 1: Deposit of Funds

All funds of the organization not otherwise utilized are to be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors from time-to-time may determine in accordance with its review of the Policies and Procedures.

Section 2: Negotiable Instruments

All checks, drafts, endorsements, notes, and evidence of indebtedness of the organization and all endorsements for deposit to the credit of the organization are to be signed by the CEO, in the absence of the CEO, such documents may be signed by such officer or officers of the organization and in such manner as may be determined by the Board of Directors in accordance with the Policies and Procedures. In absence of such determination by the Board, a member of the Executive Committee may sign such instruments.

Section 3: Loans

No loan or advances may be contracted on behalf of the organization, and no note or other evidence of indebtedness may be issued in its name, except as authorized, by the Board of Directors. Any such authorization may be general or confined to specific instances, and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the organization.

Section 4: Contracts

The CEO, as well as any other officer specifically authorized as set forth in the adopted Policies and Procedures of the Board of Directors, may, in the name and on behalf of the OEDA, enter into such contracts or execute and deliver such instruments pertaining to the OEDA's business and which are specifically authorized by the Board of Directors. In the absence of the CEO and determination by the Policies and Procedures of the Board of Directors, the Board of Directors may specifically authorize an officer to enter into any contract or deliver and instrument in the name of, and on behalf of the organization. Without the express and specific authorization of the Board of Directors, no officer of the organization may enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the organization.

Section 5: Grants

The organization may enter into such contracts and accept grants to further the organization's purposes.

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ARTICLE X. COMPENSATION OF AND CONTRACTS WITH DIRECTORS AND OFFICERS

Section 1: Compensation of Directors and Officers

The Directors are to serve without compensation. The Board of Directors may authorize the reimbursement by the organization of such reasonable expenses incurred by any Director or Officer in the performance of their duties. The Board of Directors are to fix the salary or other compensation of employees and agents of the organization.

Section 2: Contract with Directors and Officers

No Director or Officer of OEDA is to have a personal interest, directly or indirectly, in any contract relating to the operations conducted by it, or in any contract for furnishing services or supplies to it unless:

- a) Such contract is authorized by a majority of directors present and voting thereon (exclusive, however, of any Director with an interest in the contract) at a meeting at which the presence of such director is not necessary for such authorization; and
- b) The fact and nature of such personal interest has been fully disclosed by the affected Director or Office and is otherwise known by the Board of Directors present at the meeting at which such contract is authorized.

ARTICLE XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1: Indemnification

The Board of Directors may by resolution, indemnify any person, and their heirs, executors and administrators of such, including the CEO, made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was a Director or Officer of the organization, against any and all liability and the reasonable expenses, including reasonable attorney's fees and disbursement, incurred by him or her, or by his or her heirs, executors or administrators, in conjunction with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence in the performance of his or her duties.

Section 2: Purchase of Insurance

The organization may purchase and maintain insurance on behalf of any person who is or was a Director, Officer or employee, or is or was serving at the request of the organization as a director, trustee, officer or employee of another organization, whether non-profit or for-profit; partnership; joint venture; trust; or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the organization would have the power to indemnify him or her against such liability under the provisions of this Article or of Ohio's Non-Profit Corporation Laws.

ARTICLE XII. DISSOLUTION

Upon dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for such purposes as shall at the time, qualify as an exempt organization or organizations under the Internal Revenue Code, as amended from time-to-time, or the provision of any future section of the Internal Revenue Code, as the Board of Directors are to determine.

ARTICLE XIII. PARLIAMENTARY PRACTICE

In meetings of the OEDA, Robert's Rules of Order are to govern matters of parliamentary practice.

ARTICLE XIV. POLICIES AND PROCEDURES

The Board of Directors is empowered to formulate and adopt as supplementary to this Code of Regulations, but not inconsistent herewith, such Policies and Procedures from time-to-time as may be deemed essential to the proper conduct of OEDA and to change the same to suit changing needs and conditions. Such Policies and Procedures shall include rules and regulations regarding the time and location of meetings of the Board of Directors and of the various committees, removal of officers, maintenance of finances and records, deposits and use of organizational funds, contracts, authority of officers, and other matters necessary to promote the function of the organization for its charitable purpose. Such Policies and Procedures shall be reviewed by the Board of Directors every three (3) years.

ARTICLE XV. AMENDMENTS

This Code of Regulations may be amended by a simple majority of those voting at any annual or special meeting of the membership of the organization, either in-person, electronically or by Authorized Communications Equipment, as defined herein. Proposed amendments are to be mailed or transmitted electronically to the membership at least ten (10) days prior to the date of such meeting and the notice must describe the nature of the amendment(s) being considered.