

AMENDED CODE OF REGULATIONS

of the

JACKSON TOWNSHIP COMMUNITY IMPROVEMENT CORPORATION

ARTICLE I

Membership

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

ARTICLE II

Annual Meetings

Section 1. There shall be an annual meeting of the members of the Corporation during the first week of October, at such date, time and place (which shall be held in Jackson Township, Stark County, Ohio) as may be fixed by the Board of Trustees, provided that if such Board does not fix such date, time and place by the fifteenth day of the preceding month, then the President of the Corporation shall do so.

ARTICLE III

Board of Trustees

Section 1. The Board of Trustees shall be the governing board of the Corporation and shall consist of nine Trustees. All members of the CIC Board of Trustees shall either own a business or be the designated representative of the owner of a business located in Jackson Township and/or be a resident of Jackson Township.

The membership of the Board of Trustees shall be composed of one member of the Board of Trustees of Jackson Township, Stark County, Ohio or their Trustee alternate, as appointed by them, an appointed public official of Jackson Township and two other persons both to be designated by the Jackson Township Trustees as public officials to the CIC Board of Trustees with the Jackson Township Law Director as a designated alternate for only one of the three governmental appointees should any not be available for a meeting. The Jackson Township Trustees will be permanent and/or ex-officio members of the CIC Board of Trustees. The Township official and two other persons appointed by the Jackson Township Board of Trustees shall serve for two (2) year terms, with one appointee starting February 1, 2001, except as otherwise hereafter provided. When a Jackson Township Trustee ceases to be a member of the Jackson Township Board of Trustees, the Township Trustee replacing them shall be automatically substituted as a member of the CIC Board of Trustees. Should a Jackson Township Trustee choose not to serve as a Trustee of the CIC, the remaining governmental trustees shall select a member to serve in his/her place until the date of the following annual meeting. The Jackson Township Trustees can change at their discretion the

Township official or the other persons designated by them.

One of the five non-governmental Trustees will be the past year's President or designated representative of the Jackson-Belden Chamber of Commerce and shall serve for a one (1) year term, except as hereafter otherwise provided. The remaining four CIC Trustees will become members of the CIC Trustees upon majority vote of the existing governmental Trustees. These four non-governmental Trustees shall serve for two (2) year terms with two of the appointees starting February 1, 2000, and the other two appointees starting February 1, 2001, except as otherwise hereafter provided.

At any time during which the Corporation is acting as a designated agent of Jackson Township, in accordance with Chapter 1724, Revised Code of Ohio, not less than four of the nine members of the Board of Trustees shall be composed of the one acting members of the Board of Trustees of Jackson Township, Stark County, Ohio an official employed by the Jackson Township Trustees and the two other persons designated by the Jackson Township Trustees.

Section 2. A Trustees may be removed for good cause shown by the vote of seventy percent of the remaining members of the Board of Trustees or may resign at any time by notice in writing delivered to any officer of the Corporation other than themselves. Attached as Exhibit A are attendance requirements which are incorporated herein. Failure to follow the attached attendance requirements is good cause for removal.

Section 3. Except in the case of death, removal or resignation, a Trustee shall serve until his successor has been appointed or elected, as applicable. In the event of any vacancy caused by death, removal or resignation of a Trustee, other than a permanent ex-officio Trustee, or by the failure of the members to fill all the positions on the Board at the meeting at which the number of Trustees on the Board was fixed pursuant to Section 1 of this Article, any such vacancy may be filled by the vote of a majority of the remaining Trustees.

ARTICLE IV

Meetings of the Board of Trustees

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

Section 2. Other meeting may be called by the President or a majority of the members of the Board of Trustees. The notice of any meeting shall set forth the time, date and place thereof (which shall be within Jackson Township, Stark County, Ohio) and then person or persons calling such meeting shall cause such notice to be given. Notice of each such meeting shall be given to each Trustee in writing, by personal delivery, or first class mail, and such writing shall be delivered or mailed not less than three (3) days prior to such meeting; provided however, that such notice shall be deemed to have been waived by the Trustees attending such meeting without protesting the lack of proper notice, or by noting any such meeting and may be waived in writing by any Trustees either before or after such meeting. Any business may be transacting at any meeting.

Section 3. At any meeting of the Board of Trustees a quorum shall consist of a majority of the Trustees in office at the time.

Section 4. Except as otherwise provided in this Code of Regulations, any action which may be taken at a meeting of the Board of Trustees may be taken by a vote of a majority of the Trustees present at such meeting, provided that a quorum is present.

Article V

Officers

Section 1. The Board of Trustees shall elect a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Trustees may see fit. The President and Vice President shall be, and the other officers may, but need not, be chosen from the members of the CIC Board of Trustees. Any two of the offices may be held by one person, but in any case in which the action of more than one officer is required, no one person shall act in more than one capacity

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

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

Article VI

Duties of the Officers

Section 1. The President shall preside at meetings of the members of the Board of Trustees, may designate the date, time and place of meetings as provided herein, and with the CIC Treasurer may execute all authorized instruments, including without limitation contracts, bonds, notes, debentures, deeds, mortgages and other obligations in the name of the Corporation and shall perform such other duties as the Board of Trustees may require. In addition, the President shall perform the duties of the Executive Director at such times as such position shall not be filled.

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

Section 3. The Secretary shall take and keep records of all meetings, prepare and/or send all CIC notices and/or correspondence as may be designated by the President, perform the statutory duties of his office and perform other duties as the Board may require.

Section 4. The Treasurer shall be the custodian of all funds and securities in other corporations and similar property belonging to the Corporation and shall do with the same as may be ordered by the Board of Trustees. The Treasurer shall be bonded to an amount as determined by the CIC Board of Trustees. The person shall keep accurate financial accounts and hold the same open for examination by the Trustees. On the expiration of his term of office, after an audit conducted by an entity or person determined by the CIC Board of Trustees, the person shall turn over to his successor to the Board of Trustees, all property, books, papers and monies of the Corporation in their hands. An audit of the Treasurer's records can be conducted at any time as determined by the CIC Board of Trustees.

Section 5. The Board of Trustees may also elect for a term of one year one or more Assistant Secretaries, and one or more Assistant Treasurer, respectively, in the case of the absence or disability of such Secretary or Treasurer, together with such other duties as the Board of Trustees may from time to time prescribe. The power of such officers to execute all authorized deeds, mortgages, bonds, notes, contracts, and other obligations in the name and on behalf of the Corporation shall be determined by the CIC Board of Trustees at the time of their employment. Such other officers as the Board of Trustees may elect, shall have such powers and duties as the Board of Trustees may from time to time prescribe.

Section 6. The Executive Director, if any, shall be the chief administrative officer of the Corporation. The person shall be responsible for supervising the property, business and affairs of the Corporation subject to the discretion of the Board of Trustees and shall perform such other duties as the Board of Trustees may require.

Section 7. The Board of Trustees is authorized to delegate the duties of any officer or employee to any other officer or employee and generally to control the action of the officers or employees and to require the performance of duties in addition to those mentioned herein.

Section 8. Any officer, if required by the Board of Trustees, shall give bond in such form and with such security as the Board of Trustees from time to time may require for the faithful performance of his duties.

Section 9. The Board of Trustees shall select depositories for the safekeeping of the monies of the Corporation and establish the procedure for deposit and withdrawal of such monies. In lieu of such deposit, the Board of Trustees from time to time may authorize investments of monies of the Corporation as are not then authorized investments of monies of the Corporation as are not then required in any obligations which a Township is authorized by the applicable sections of the Ohio Revised Code to invest its monies.

Section 10. Compensation of officers and employees shall be determined by a majority of the CIC Board of Trustees.

Article VII

Notice of Rules for Meetings

Section 1. Definitions as used in this Article.

- a) "Meeting" means any prearranged discussion of the public business of the Corporation by a majority of the members of the Board of Trustees, or of any other committee of the Board of Trustees to which such Board has delegated any of its authority, and "Public Business of the Corporation" means business that concerns the Corporation in its capacity as the designated agency of Jackson Township or other political subdivision, in accordance with Chapter and 1724 of the Ohio Revised Code.
- b) "Oral Notification" means notification given orally either in person or by telephone, directly to the person or for whom such notification is intended, or by leaving any oral message for such person at the address, or if by telephone at the telephone number, of such person as shown on the records kept by the Secretary under this Article.
- c) "Written Notification" means notification in writing mailed to the address of the person for whom such notification is intended as shown on the records kept by the Secretary under this Article, or in any way delivered to such person. If mailed, such notification shall be mailed by first class mail, deposited in the U.S. Postal Service mailbox no later than the second day preceding the day of the meeting to which such notification refers, provided that at least one regular mail delivery day falls between the day of mailing and the day of such meeting.

Section 2. Meetings

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

Section 3. Formal Action

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

Section 4. Notice of Meetings

- a) Posted or Published Notice of Meetings. Notice of all meetings, specifying the time, place and purpose thereof, shall be given no later than twenty-four (24) hours in advance thereof in the same manner that posted or published notice of special meeting of the Board of Trustees of Jackson Township, Stark County, Ohio, is given.
- b) Notice of News Media of Meetings. Any news media that desires to be given advance notification of meetings shall file with the Secretary a written request therefore. The request shall be effective for one year from the date of the filing. Each requesting news medium shall be informed of such period of effectiveness at the time it files its written request. Such requests may be modified or extended only by filing a complete new

request with the Secretary. A request shall not be deemed to be made unless it is complete in all respects, and such requests may be conclusively relied on by the Corporation and the Secretary. The written request shall specify the name of the news medium, the name and address of the person to whom written notifications to the medium can be mailed, and the names, addresses and telephone numbers of at least two persons to either one of whom oral notification the medium may be given at any hour of the day or night.

c) Notification of Discussion of Specific Types of Public Business. Any person may, upon written request and as provided herein, obtain reasonable advance notification of all meetings at which any specific type of public business is scheduled to be discussed.

(1) Such person may file a written request with the Secretary which written request shall specify the person's name and mailing address, the telephone number or number at which the person can be reached during and outside of business hours, the specific type of public business concerning which the person is requesting advance notification, and the number of calendar months (not to exceed twelve) which the request covers.

(2) The request filed in writing with the Secretary must be accompanied by a supply of self-addressed, stamped envelopes in addition to any fee which the Board of Trustees determines to be reasonable to cover costs of providing such notifications. Such requests may be modified or extended only by filing a complete, new request with the Secretary. A request shall not be deemed to be made unless it is complete in all respects, and the information contained in such request may be conclusively relied on by the Corporation and the Secretary.

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

d) General

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

(2) The Secretary shall maintain a record of the date and time, if pertinent under this Article, of all notices and notifications given or attempted to be given under this Article, and to whom such notifications were given or unsuccessfully attempted to be given.

Article VIII

Committees

Section 1. The Executive Committee of the Board of Trustees shall be subject to the following provisions.

- (a) At any meeting of the Board of Trustees, it may designate an Executive Committee consisting of such number of Trustees as the Board from time to time determines. The President shall be a member of and shall serve as Chairman of the Executive Committee.
- (b) Except as otherwise provided by the Board of Trustees, the Executive Committee shall meet at such times and places as it shall determine. The call of such meetings and the giving of notices thereof shall be in a manner established by such Committee. At any meeting of the said Committee, a quorum shall consist of a majority of all members of the Committee shall be necessary to the taking of any action by the Committee.
- (c) The Executive Committee may adopt bylaws or regulations to provide for the conduct of its affairs provided that such bylaws or regulations shall not be contrary to the bylaws or regulations or resolution adopted by the Board of Trustees, this Code of Regulations or the Articles of Incorporation.
- (d) The said Committee shall serve at the pleasure of the Board of Trustees and during the intervals between meetings of the Board shall possess and may exercise such powers of the Board as may be delegated from time to time by the Board to it, provided that the Executive Committee shall not be empowered to fill vacancies in the Board of Trustees or office of the Corporation, nor to fill vacancies in or add to its own membership.
- (e) The Committee shall report its actions at the next meeting of the Board of Trustees.

Section 2. The Board of Trustees may create other committees including trustees and/or other persons which said committees shall be directed by one trustee and may delegate to such committees such powers and duties of the Board as it shall deem appropriate. Except as otherwise provided by the Board of Trustees, each such committee shall regulate its own procedure.

Article IX

Indemnification of Trustees and Officers

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

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

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

Section 2. The provisions contained herein are not intended to and do not conflict with the provisions of ORC Chapter 2744.

Article X

Amendments to the Code of Regulations

Section 1. This Code of Regulations may be amended by a majority vote at any meeting of a quorum of the CIC Board of Trustees, provided that the notice of such meeting is given in accordance with the Code of Regulations and the notice indicates that one of the purposes of such meeting is to amend the Code of Regulations.

Article XI

Liaison to Corporation

Section 1. From time to time the Board of Trustees may appoint a Liaison Participant to the Corporation. Appointment of a Liaison Participant may be done when the governmental members of the Board of Trustees determines it is necessary to improve communication between this Corporation and other entities to enhance the mission and goals of the Corporation. The addition of such a participant shall be governed as follows:

- (a) A Liaison Participant may be appointed or removed by a majority vote of the governmental members of the Board of Trustees.
- (b) The Liaison Participant shall not serve a term greater than one (1) year from the date of appointment.
- (c) The Liaison Participant is not a member of the Corporation and shall have no right to vote.
- (d) The President shall set the Liaison Participant’s meeting attendance to include manner and method of notice thereof. Upon the Liaison Participant’s request, the President may permit the Liaison Participant to name an alternate from time to time.
- (e) The Liaison Participant may not serve as an officer of the Corporation.

AMENDED APRIL 16, 2002, September 25, 2014, December 15, 2014

EXHIBIT A

BOARD OF TRUSTEES OF THE COMMUNITY IMPROVEMENT CORPORATION MEETING ATTENDANCE REQUIREMENTS

Purpose

In order to actively serve and participate as a Trustee of the Jackson Township Community Improvement Corporation (hereafter CIC), members are expected to attend at least 60 percent of the CIC meetings in one year.

Provisions for Non-Compliance

A member may be removed as a CIC Trustee for reasons that include, but are not limited to, the following:

- A. A member was absent from three consecutive CIC meetings.
- B. A member failed to attend a minimum of 60 percent of CIC meetings in a one year period.

Resignation

A member may resign as a CIC Trustee by submitting a letter of resignation to the CIC Board of Trustees.