

**CODE OF REGULATIONS
OF
COMMUNITY IMPROVEMENT CORPORATION OF MADISON**

ARTICLE I

GENERAL MEMBERS – DUES

Section 1. Any person, partnership, or corporation being a resident of Madison and/or being engaged in business in Madison may become a member of this Corporation by submitting an application for membership to the Board of Trustees for approval, agreeing to abide by and conform to this Code of Regulations, actions of the members and trustees (as defined in Article III) and paying dues, if dues are required of the person, partnership, or corporation as provided for in this Article.

A. General Membership is to be unlimited.

B. Individuals must apply for membership via www.madisoncic.org; or by telephone (440) 305-MCIC (6242); or by writing to Madison Community Improvement Corporation, PO Box 316, Madison, OH, 44057.

Section 2. Any member may submit a written resignation to the Secretary of the Corporation at any time. The resignation of a member who is a trustee automatically constitutes a resignation of that person from the Board of Trustees.

Section 3. Dues for membership shall be determined by the Board of Trustees. There shall be a onetime initiation fee of \$50 which will cover the first year of individual membership. Yearly membership dues will be \$25 per year and be due by the Corporation's annual meeting in April. The Board of Trustees may waive all dues for any class of membership. Persons, partnerships, or corporations becoming members shall remain members for an indefinite period unless: (a) they shall resign their membership; or (b) they shall be expelled from membership by the Board of Trustees for failure to abide by this Code of Regulations and/or actions of the membership or the Board of Trustees pertaining to the business of the Corporation. Written notice for removal of a member shall be automatically processed by the President of the Corporation.

Section 4. A member who has been terminated for failure to pay dues may resubmit an application for membership in accordance with Article I, Section 1 at any time.

ARTICLE II

MEETING OF MEMBERS

Section 1. The members and the trustees constitute the membership of the Corporation. An annual meeting of the membership of this Corporation shall be held on the second Thursday of April of each year for the appointment of trustees and the consideration of such other business as may be brought before the meeting.

Section 2. Special meetings of the membership of this Corporation may be called by the president, the vice-president and one other trustee.

Section 3. Notice of any meeting of the membership of this Corporation shall be e-mailed at least 48 hours prior to said meeting except special meetings, which require 24 hour notice. Notices of special meetings of the membership shall state the time, date, place, and the business to be considered. Only matters contained in the notice of a special meeting shall be considered. Failure to give the notice required under this Section shall invalidate any action taken at that special meeting of the membership of the Corporation.

Section 4. At least 51% of the trustees shall be present to constitute a quorum of the membership of the Corporation. The vote of a trustee partnership may be cast by any partner, and the vote of a trustee corporation other than a Municipality may be cast by any officer or authorized employee of the corporation. The trustee partnership or corporation shall designate a person who is to cast the trustee vote on behalf of such partnership or corporation, and such partnership or corporation shall notify the secretary of any change in the designation of such person and, if desired, the designation of an alternate person.

Section 5. All membership and trustee meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE III

TRUSTEES

Section 1. The corporate powers, property, and affairs shall be exercised, controlled, and conducted by a Board of Trustees to be determined as set forth in Sections 2 and 3 of this Article.

Section 2. There shall be five trustees. One shall be an elected or an appointed official of Madison Village and one shall be an elected or an appointed official of Madison Township. Those who are trustees because they hold a public office, shall be deemed to have been elected by the members of the Corporation at each annual meeting of the members by virtue of this provision of the Code of Regulations by way of the secretary casting a unanimous ballot for their election. The trustee provided for above, who must be an elected or an appointed official of Madison

Village, shall be referred to as the "Village Representative" , and such Village Representative shall be considered for quorum purposes and shall be entitled to vote in the same manner as the Trustees at Large, as defined below. The trustee provided for above, who must be an elected or an appointed official of Madison Township, shall be referred to as the "Township Representative", and such Township Representative shall be considered for quorum purposes and shall be entitled to vote in the same manner as the Trustees at Large, as defined below. In addition to the Township and Village Representatives, there shall be three members appointed who shall be referred to as "Trustees at Large". Trustees shall be elected to a (2) two year term. (2) Two Trustees will be elected to terms that coincide with even numbered years while (1) one Trustee is elected to serve terms that coincide with odd numbered years. This is to ensure that the board can never be completely replaced in one year.

Section 3. Each member of the Board of Trustees, except those who are Village or Township Representatives, shall be a member of the Corporation. Each member of the Board of Trustees who is a Village or Township Representative shall vacate his office as a trustee upon the vacation of the public office and shall be replaced by an appropriate village or township official to serve for the remainder of the term. Members of the Board of trustees shall continue in office until their successors are elected or appointed except those trustees removed from office for cause as defined in Article III, Section 7(D).

Section 4. At least 51% of the trustees shall be present to constitute a quorum for all meetings of the Board of Trustees.

Section 5. The Board of Trustees shall hold a regular meeting prior to the annual meeting of the membership of the Corporation. Subsequent regular meetings of the Board of Trustees may be held at such times and places as the Board shall determine; however, there shall be a minimum of four (4) regular meetings of the trustees each calendar year, with at least one meeting per quarter. Special meetings of the Board of Trustees may be held at any time and shall be called by the president or in his absence, the vice-president, or any one of the trustees. Notice of the time, date, and place of Special Meetings of the Board of Trustees and the business to be considered shall be delivered to the address(es) of record of each trustee in writing, orally or by email at least 24 hours prior to the time of such meeting and this notice must include all serving trustees. Only matters contained in the notice of a special meeting shall be considered at that meeting.

A. The trustees of the Corporation may hold an executive session only after a majority vote of trustees determines, by a roll call vote, to hold such a session and only at a regular or special meeting for the sole purpose of the consideration of the matters listed in subsections 2, 3, 4, 5, or 6, as follows:

1. To consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee, official, licensee, or regulated individual unless such employee, official,

licensee, or regulated individual requests a public hearing. If the trustees hold an executive session pursuant to this subsection, the request shall state which one or more of the approved purposes listed herein are the purposes for which the executive session is to be held, but need not include the name of any person to be considered at the meeting.

2. To discuss purchase of property or the sale of property through competitive bidding or public auction.

3. To confer with legal representatives concerning disputes involving the Village or Township, and/or appointed or elected officials or employees, which are subject to pending or imminent court action.

4. To prepare for, conduct, or review negotiations or bargaining sessions with employees concerning compensation or other terms and conditions of employment.

5. Matters required to be kept confidential by federal law or rules or state statutes.

6. Specialized details of security arrangements where disclosure of the matters discussed might reveal information that could be used for the purpose of committing, or avoiding prosecution for, a violation of the law.

7. If the trustees hold an executive session to consider any of the matters listed in subsections 2, 3, 4, 5, or 6, the request to hold that executive session shall state which one or more of the approved matters listed in those subsections are to be considered at the executive session.

B. An executive session may be requested by the president or any trustee, who shall state the purpose of the requested session. Unless the trustees object by roll call vote, as provided in A herein above, or the stated purpose of the session is not in compliance with subsection A, the president shall schedule the executive session as requested.

C. The trustees may take no official action of any kind in executive session. Any resolution, rule, or formal action concerning matters discussed in executive session must be adopted in an open meeting.

D. All meetings of the Corporation except Executive Sessions shall be open to the public.

E. All meetings of the Corporation shall be held at a location designated by the Board of Trustees.

Section 6. All Board of Trustees meetings shall be conducted in accordance with Robert's Rules of Order.

Section 7. The trustees shall have the exclusive power and authority to:

- A. Supervise, conduct, and authorize all activities that are the business and affairs of this Corporation;*
- B. Adopt by-laws for their own government, not inconsistent with the Articles of Incorporation or this Code of Regulations;*
- C. Elect the officers of the Corporation;*
- D. Remove any member of the Board of Trustees for any of the following causes:*
 - 1. Failure to attend any three regular meetings of the Board of Trustees within a 12 month period, unless any such absences shall have been excused. Upon approval from majority of the trustees, written notice for removal of a trustee for unexcused absences from regular meetings shall be processed by the President of the Corporation. The procedures established in subsection D.2., below, may be used in the disposition of each individual cause.*
 - 2. Misfeasance, malfeasance, or nonfeasance in the performance of the powers, duties, or responsibilities of the office of a trustee. Action to remove a member of the Board of Trustees, except as in subsection D.1., above, shall be taken by a written motion at a regular or special meeting of the trustees. The person sought to be removed, shall be given written notice of the alleged grounds for removal by the member or members of the Board of Trustees who propose(s) to make or support the motion for removal at least ten days prior to the meeting at which the motion is to be considered. The person sought to be removed, shall be given an opportunity to be heard in person or by an attorney, and may offer evidence on his behalf. The motion to remove shall include a statement of the cause for removal. A motion to remove a trustee shall require an affirmative vote of the majority of the members of the Board of Trustees, other than the member sought to be removed. The member whose removal is sought shall not vote upon any matter relating to the question of his removal. The president, a vice-president, or the person whose removal is sought, may cause a stenographic record to be made of the proceedings relating to the motion for removal. A vacancy created by the removal of a trustee, shall be filled in the manner specified in Section 3 of this Article; except that in the event the person removed is a member of the*

Board of Trustees by virtue of being a Village or Township Representative, the Village Council or Township Trustees shall designate, at its next regular meeting, another person who is an appropriate appointed or elected official, as a trustee of the Corporation.

- E. Fix, define, and limit the powers and duties of all officers and employees , approve the hiring or dismissal of all employees, and establish employee's salaries;*
- F. Require any officer, agent, or employee of the Corporation to be bonded for the faithful performance of the duties of such officer, agent, or employee; the fee to be paid by the Corporation;*
- G. Designate a depository or depositories for the funds of the Corporation and to specify the officer, officers, or other persons who shall be authorized to sign checks, drafts, notes, contracts, deeds, mortgages, leases, and other instruments on behalf of the Corporation; these designations to be confirmed by resolutions of the trustees, validated, and made a permanent part of the records of the Corporation;*
- H. Enter into an agreement with the Village of Madison to act as agent of the Village or for Madison Village to act as its agent to transact business, including the borrowing of money for the construction of public improvements;*
- I. Enter into an agreement with Madison Township to act as agent of the Township or for Madison Township to act as its agent to transact business, including the borrowing of money for the construction of public improvements.*

Section 8. The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a trustee, officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the board of trustees who are not at that time parties to the proceeding.

The indemnification provided hereunder shall insure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The

right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified trustees, officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified trustee, officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE IV

OFFICERS

Section 1. The officers of this Corporation shall be a president, a secretary, and a treasurer. The same person may not hold more than one office, except that all officers shall be members of the Board of Trustees.

Section 2. The officers shall be elected at the regular trustees meeting immediately before each annual membership meeting by a majority vote of the members of the Board of Trustees present. The trustees may remove any officer at any time, with or without cause, by the affirmative vote of the majority of all trustees.

At all elections of officers, the following procedures will be followed:

- A. A trustee must be present at the trustees meeting immediately before the annual membership meeting to cast a ballot;*
- B. Secret ballots will be cast for each available position on an individual basis;*
- C. In case of a tie; a run-off will be cast among those trustees tied. If a second tie occurs, the president will draw lots from the names of those trustees tied to determine the winner.*

Section 3. The officers of the Corporation shall perform such duties and exercise such powers as are enumerated in Article V below and as are customary for each office.

Section 4. A vacancy in any office, however created, shall be filled by a majority vote of the members of the Board of Trustees present.

ARTICLE V

DUTIES OF OFFICERS

Section 1. President: The president shall be the chief executive officer of this Corporation. He shall, subject to the control of the trustees, exercise general supervision over all of the affairs and employees of the Corporation. He shall preside at all meetings of members, trustees and the executive committee. He may delegate the duties of his office to any other officer, when prevented from performing any duty because of absence or other cause.

Section 2. Secretary: The secretary or his designee shall keep a record of the minutes of all meetings of the members, the trustees, and the executive committee. He or his designee shall monitor membership records and such other books as may be required of him by the trustees or executive committee. He or his designee shall sign all membership certificates and shall perform such other duties as may be assigned to him by the Board of Trustees, executive committee, or the president.

Section 3. Treasurer: The treasurer or his designee shall have the custody of the funds and securities of the Corporation and shall make such disposition thereof as may be ordered by the trustees. When necessary and proper, he may endorse on behalf of the Corporation for collection, checks, notes, and other obligations. He or his designee shall deposit the funds of the Corporation to its credit in such banks and depositories as the trustees may designate. He or his designee shall submit statements of the financial conditions of the Corporation at the annual meeting of the members and at such meetings of the trustees as they may designate. He or his designee shall keep, in the books of the Corporation, full and accurate accounts of all money received and disbursed by him for the Corporation. He or his designee shall perform such other duties as may be assigned for him by the trustees, the executive committee, or the president.

ARTICLE VI

COMMITTEES

Section 1. The officers of the Corporation shall constitute the executive committee.

Section 2. The Board of Trustees may provide for such other committees as it shall consider necessary and expedient to the management of the affairs of the Corporation and it may delegate to such committees those powers and duties that it deems necessary.

ARTICLE VII

GIFTS TO THE CORPORATION

Gifts, grants, devises, and bequests to the Corporation shall be used by the trustees to further the purpose of the Corporation as the trustees shall determine. If, however a gift, grant, devise, or bequest is made to the Corporation and accepted by it for a specific purpose not inconsistent with the purposes of the Corporation, then such gift, grant, devise, or bequest shall be used by the trustees, less a reasonable allocation for overhead and expenses, solely and exclusively for such specified purpose.

ARTICLE VIII

SALARIES AND EXPENSES

No member, trustee, or officer of the Corporation shall receive any remuneration for services rendered or activities undertaken on behalf of the Corporation, except that the Corporation may pay the properly vouchered expenses of any member, trustee, or officer incurred on behalf of the Corporation. This Article shall not prohibit a member of the Corporation who is also an employee of the Corporation from receiving compensation for his services as an employee. A trustee shall not be an employee of the Corporation.

ARTICLE IX

AMENDMENTS

This Code of Regulations may be amended by the affirmative vote of a majority of trustees attending any annual or special meeting of trustees called and held for such purpose. The notice of such meeting shall state the nature of the proposed amendment, and the notice shall be given as provided in Section 3 of Article II of this Code of Regulations.

ARTICLE X

RULES OF CONSTRUCTION

Section 1. Any personal pronouns used herein shall be deemed to cover all genders.

Section 2. The preparation of the official copy (edition) of this Code of Regulations, after it has been accepted by the trustees of the Corporation, shall include the correction of any typographical errors found in the draft copy which was approved. Any such errors detected at a later date may also be corrected without trustee approval, provided the clear meaning and/or intent of the affected portion shall in no way be altered. Any such corrections shall require approval by the Board of Trustees before the noted changes become a part of the Code of Regulations.

ARTICLE XI

NON-DISCRIMINATION POLICY

Section 1. Madison Community Improvement Corporations does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

Section 2. Madison Community Improvement Corporation is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.