

# THE VINCENT J. STARK FOUNDATION

## CODE OF REGULATIONS

### ARTICLE 1 BOARD OF TRUSTEES

**Section 1: General Powers.** The affairs of the Corporation shall be managed by its Board of Trustees.

**Section 2: Number, Tenure and Qualifications.** The number of Trustees on the Board shall be not less than three (3) nor more than nine (9). Each Trustee shall serve for a period of three years, or until his or her successor is duly elected and qualified. The terms of the Trustees shall be staggered, so that one-third (1/3) of all trustee positions shall be elected in each calendar year. Accordingly, one (1) of the three (3) initial trustees shall be elected to a three (3) year term, one (1) shall be elected to a two (2) year term, and one (1) shall be elected to a one (1) year term. Thereafter, all trustee elections shall be for three (3) year terms.

**Section 3: Vacancies.** In the case of any vacancy on the Board of Trustees through death, resignation, disqualification or other cause, the remaining Trustees by an affirmative vote of a majority thereof, may elect a successor to hold office until the next meeting of the Board, or until the appointment of his or her successor, whichever occurs first.

**Section 4: Compensation.** Trustees may receive reasonable compensation for their services. The compensation of the Trustees shall be set from time to time by an independent Advisory Committee, over whom the Trustees shall exercise no control with respect to the compensation of Trustees.

### ARTICLE II MEETINGS

**Section 1: Annual Meeting.** The annual meeting of the Trustees of the Corporation shall be held at its office in Strongsville, Ohio or at such other place within or without the State of Ohio as may from time to time be selected by the Trustees, on the date in each year designated by the Board of Trustees, and at the time stated in the notice thereof, for the purpose of electing or appointing officers for the ensuing year and/or for the transaction of such other business as may properly be brought before the meeting.

**Section 2: Regular Meetings.** Regular meetings of the Board of Trustees may be held at such time and at such places within or without the State of Ohio as may from time to time be determined by resolution of the Board, which resolution may authorize the President to fix the specific date and place of each of such regular meetings, in which case notice of the time and place of such regular meetings shall be given in the manner hereinafter provided.

**Section 3: Special Meetings.** Special meetings of the Trustees may be called by the President and shall be called by the President or Secretary at the direction of not less than three (3) Trustees then in office, or as may otherwise be provided by law. Such meetings shall be held at the office of the Corporation in Strongsville, Ohio, unless otherwise directed by the Board of Trustees and stated in the notice of meeting, in which case the meeting may be held at any place within or without the State of Ohio. Any request for such meeting shall state the purpose or purposes of the proposed meeting.

**Section 4: Notice.** Notice of the regular annual meeting and any special meeting of the Board of Trustees shall be given at least ten (10) days previously thereto by written notice to each Trustee at the address of the unit represented by such Trustee. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Notice of the regular annual meeting or any special meeting of the Board of Trustees may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by this Code of Regulations.

**Section 5: Quorum.** A majority of the Trustees then in office shall constitute a quorum for the transaction of business and the action of a majority of the Trustees present at a meeting at which a quorum is present shall be the action of the Board of Trustees, except as action by a majority of the Trustees then in office may be specifically required by statute or other sections of the Code of Regulations.

**Section 6: Conduct of Meetings.** Meetings of the Trustees shall be presided over by the President, the Secretary or an Assistant Secretary of the Corporation or, in their absence, a person chosen at the meeting, who shall act as Secretary of the meeting.

**Section 7: Action by Unanimous Written Consent.** If and when the Trustees shall severally or collectively consent in writing to any action to be taken by the Corporation either before or after the action is taken, such action shall be as valid a corporate action as though it had been authorized at a meeting of the Trustees and the written comments shall be filed with the minutes of the proceedings of the Board of Trustees.

**Section 8: Telephone Conferences.** A Trustee may participate in a meeting of Trustees by a conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

**Section 9: General Powers as to Negotiable Paper.** The Board of Trustees shall, from time to time, prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Corporation. Notwithstanding the foregoing, at least two signatures shall be required on all negotiable instruments issued by the organization.

**Section 10: Powers as to Other Documents.** The Board of Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Corporation, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the Corporation by the President or any Vice President, by the Secretary, an Assistant Secretary, the Treasurer or an Assistant Treasurer.

### **ARTICLE III OFFICERS**

**Section 1: Officers.** The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such Assistant Secretaries or other officers as may be elected by the Board of Trustees. Officers whose authority and duties are not prescribed in this Code of Regulations shall have the authority to perform the duties prescribed, from time to time, by the Board of Trustees. Any two or more offices may be held by the same person.

**Section 2: Term of Office.** The term of office of all officers shall commence upon their election or appointment and shall continue until the next annual meeting of the Corporation and thereafter until their respective successors are chosen or until their resignation or removal. An officer may resign by written notice to the Corporation. The resignation shall be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation. The Trustees shall have power to fill any vacancies in any offices occurring for whatever reason.

**Section 3: Compensation.** The officers of the Corporation shall not receive any compensation for their services.

**Section 4: Removal.** Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 5: President.** The President shall be the principal executive officer of the Corporation. Subject to the direction and control of the Board of Trustees, he/she shall be in charge of the business and affairs of the Corporation; he/she shall see that the resolutions and directives of the Board of Trustees are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Trustees; and, in general, he/she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the

Board of Trustees. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Trustees, he/she may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Trustees has authorized to be executed, and he/she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Trustees, according to the requirements of the form of the instrument. He/she may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different office or agent of the Corporation by the Board of Trustees.

**Section 6: Vice Presidents.** The Vice Presidents in the order designated by the Board of Trustees or, lacking such designation, by the President, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Trustees shall prescribe.

**Section 7: Secretary.** The Secretary shall attend all meetings of the Board of Trustees and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He/she shall give, or cause to be given, notice of all meetings of the Trustees for which notice may be required, and shall perform such other duties as may be prescribed by the Trustees or by the President, under whose supervision he/she shall act. He/she shall execute with the President all authorized conveyances, contract or other obligations in the name of the Corporation except as otherwise direct by the Trustees.

**Section 8: Treasurer.** The Treasurer shall have custody of the funds and securities of the corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Trustees. He/she shall disburse the funds of the Corporation as may be ordered by the Trustees, taking proper vouchers for such disbursements, and shall render to the President and Trustees, at the regular meetings of the Trustees, or whenever they may require it, an account of all his/her transactions as Treasurer of the Corporation. If required by the Trustees, he/she shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Trustees for the faithful performance of the duties of his/her office and for the restoration to the Corporation (in case of his/her death, resignation, or removal from office) of all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the Corporation.

**Section 9: Assistant Secretaries and Assistant Treasurers.** The Assistant Secretaries and the Assistant Treasurers respectively (in the order designated by the Trustees or, lacking such designation, by the President), in the absence of the Secretary or Treasurer, as the case may be, shall perform the duties and exercise the powers of such Secretary or Treasurer and shall perform such other duties as the Trustees shall prescribe.

## **ARTICLE IV COMMITTEES**

**Section 1: Committees of Trustees.** The Board of Trustees, by resolution adopted by a majority of the Trustees, may designate one or more committees, each of which shall consist of two or more Trustees, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority and act on behalf of the Board of Trustees in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or him/her by law.

**Section 2: Term of Office.** Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

**Section 3: Chair.** One member of each committee shall be appointed Chair.

**Section 4: Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 5: Quorum.** Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 6: Rules.** Each committee may adopt rules for its own government not inconsistent with this Code of Regulations or with rules adopted by the Board of Trustees.

**Section 7: Advisory Committee.** The Trustees shall appoint an initial Advisory Committee, which shall recommend suitable recipient organizations for receipt of funding from the Corporation, and which shall further establish the compensation of Trustees from time to time. All Trustees of the organization shall be ex officio members of the Advisory Committee. The Advisory Committee shall also include at least three (3) members who are not members of the Board of Trustees. Once appointed, an Advisory Committee member may only be removed by the action of a majority of the Advisory Committee members who are not Trustees of the organization. Ex officio members may not be removed for any reason. In the event any Advisory Committee member, other than an ex officio member, resigns or is removed from the Advisory Committee for any reason, such member shall be replaced by a new Advisory Committee member appointed by the action of a majority of the Advisory Committee members who are not ex officio members.

## ARTICLE V INDEMNIFICATION AND INSURANCE

**Section 1.** The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a Trustee, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Trustee, officer employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

**Section 2.** The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

**Section 3.** To the extent that a Trustee, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article V, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

**Section 4.** Any indemnification under Sections (1) and (2) of this Article V (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Trustee, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections (1)

and (2) of this Article V. Such determination shall be made (i) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion.

**Section 5.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Trustees in the specific case, upon receipt of an undertaking by or on behalf of the Trustee, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article V.

**Section 6.** The indemnification provided by this Article V shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 7.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article V.

## **ARTICLE VI BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees.

## **ARTICLE VII FISCAL YEAR**

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

## **ARTICLE VIII SEAL**

The corporation shall have no seal.

**ARTICLE IX  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the laws of the State of Ohio or under the provisions of the Articles of Incorporation or the Code of Regulations of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X  
AMENDMENTS**

The power to alter, amend, or repeal the Code of Regulations or adopt a new Code of Regulations shall be vested in the Board of Trustees. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The Code of Regulations may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.