

**AMENDED CODE OF REGULATIONS**  
**BRYAN AREA FOUNDATION, INC**  
**EFFECTIVE JULY 1, 2010**

**ARTICLE I Membership**

- A. Qualifications.** Members of the Corporation shall consist of individuals elected by the membership. The number of members shall be determined by the Board of Trustees from time to time. All members shall be United States citizens residing in or near the Bryan Area. Nominees for membership in the Corporation shall be considered on the basis of knowledge of the educational, cultural, civic, moral, public, and other charitable needs of the Bryan Area, and on the basis of activity in or representation of public institutions or organizations, in the area which are concerned with charitable, educational, social welfare and/or natural resources needs. The purpose of this provision is to make the membership generally representative of the public interests in these needs in the Bryan Area. Membership shall include (1) all persons presently on the membership rolls, and (2) such other persons as may be elected from time-to-time by a majority of the members present at any meeting, such election to be subject to the new member's agreeing to be bound by the Regulations of this Corporation.
- B. Resignation.** Any member may, by notice in writing to the Board of Trustees of this Corporation, resign from membership at any time and, such fact shall be recorded in the Membership Book.
- C. Suspension and Expulsion of Members.** Any member of this Corporation may be suspended or expelled by the Board of Trustees for conduct unbecoming a member or for the non payment of member's required contribution. The member shall be given notice of the time and place of the meeting of the Board of Trustees at which the charges against the member are to be considered at least ten (10) days before such meeting, and shall be given an opportunity to defend and shall have the right to appeal from the decision of the Board of Trustees to the members, and upon written request the Secretary shall call a special meeting of the members to consider such appeal.
- D. Powers and Duties.** The members of this Corporation shall:
1. Elect members of the the Board of Trustees as hereinafter provided in Article III.

2. Elect new members from a slate provided by the Nominating Committee pursuant to Article V Paragraph B.
3. Upon request of the Board of Trustees, consult and advise with it about any matters affecting the Corporation.
4. Seek to promote the growth of the foundation to the community at large.

**E. Ambassador Status.**

1. Ambassador status shall be for current and former Bryan Area Foundation members in good standing, who no longer reside in the Bryan area or who complete 20 years of membership service and voluntarily elect Ambassador status.
2. An existing member who no longer resides in the Bryan area shall be reclassified as an Ambassador upon a majority vote of the Board of Trustees.
3. A current member who meets the criteria in paragraph E.1 may apply to the Board of Trustees for reclassification as an Ambassador by submitting a letter to the Secretary.
4. Ambassadors shall receive notification and may attend all Bryan Area Foundation members meetings as a guest, provided they made reservations, but shall have no voting privileges and shall not be eligible to serve as a Trustee, an Officer or a member of a standing committee of the foundation.
5. There shall be no limit as to the number of Ambassadors of the corporation.

- F. Member Required Contributions.** Members will be required to make annual contributions as established by the Trustees. Ambassadors will not be required to make annual contributions.

**ARTICLE II Meetings of Members**

- A. **Annual Meetings.** The annual Meeting of the members of this Corporation shall be held during the month of May of each year at such time and place in the Bryan Area (including but not limited to Williams County, Ohio) or at any place within or without the State of Ohio as the Board of Trustees may from time-to-time determine.
- B. **Special Meetings.** Special meetings of the members may be called by the Chairman or, in the case of the Chairman's absence, death, or disability, the Vice Chairman authorized to exercise the authority of the Chairman, the Board of Trustees by action at a meeting, a majority of the Board of Trustees acting without a meeting, or by not fewer than one third of the members.

- C. **Notice of Meetings of Members.** Notice of all annual meetings of members shall be given not fewer than ten (10) days nor more than sixty (60) days before the date of such meeting, but such notice may be waived by any member. Notice of all special meetings of members shall be given not fewer than five (5) days nor more than sixty (60) days before the date of such meeting but such notice may be waived by any member. If delivered by mail or courier service, notice shall be effective when deposited with the carrier. If delivered by personal delivery or electronic mail, notice shall be effective when delivered or transmitted. Notice of any meeting shall be considered given if sent by personal delivery, mail, courier service, electronic mail or other written media to each member entitled to notice of the meeting at the member's address specified in the records of the Corporation. All such notices shall state the time, place, and purposes of the meeting. The Board of Trustees may provide for additional notice by publication or otherwise should it be deemed advisable.
- D. **Voting.** Each member shall be entitled to one vote in person or by proxy executed in writing, on each matter properly submitted to the members for their vote, consent, waiver, release, or other action. Voting at elections and votes on other matters may be conducted by mail.
- E. **Quorum.** A majority of the members present in person shall constitute a quorum for the transaction of business at any annual or special meeting.

### **ARTICLE III Trustees**

- A. **Number and Qualifications of Trustees.** The Board of Trustees shall consist of not less than nine (9) nor more than eleven (11) members of the Corporation duly nominated and elected to hold such position. Nine members shall be elected as Trustees on the basis of knowledge of the educational, cultural, civic, moral, public, and other charitable needs of the Bryan Area, and on the basis of activity in or representation of public institutions or organizations, in the area which are concerned with charitable, educational, social welfare and/or natural resources needs. The purpose of this provision is to make the Board of Trustees generally representative of the public interests in these needs in the Bryan area. Members of the Board of Trustees shall serve without compensation. In addition, the Chairman and Vice Chairman shall serve as Trustees upon taking office.
- B. **Termination and Vacancies.** Members of the Board of Trustees, who, by change of citizenship or residence cease to be qualified, shall automatically cease to be members of the Board of Trustees. Failure to attend three (3) consecutive regular meetings of the Board of Trustees without excuse acceptable to the Board of Trustees shall operate as a tender of resignation, which shall be effective if and when accepted by the

Board of Trustees. Vacancies by death, resignation, refusal to serve, or otherwise, shall be filled for the unexpired term by majority vote of the Trustees at a regular or special meeting of the Trustees. A vacancy may only be filled by a member who possesses the qualifications referred to in Section A of this Article IV. Such person shall remain a member of the Board of Trustees until the expiration of the unexpired term and until a successor is elected and qualified.

**C. Term of Office.** A Trustee shall serve from commencement of the fiscal year following the annual meeting of members for three years. Each Trustee shall further continue in office until that Trustee's successor is elected. A Trustee may serve not more than two consecutive terms. The Chairman and Vice Chairman shall serve as trustees, if not already an elected trustee, during their term of office

**D. Powers and Duties of Trustees.**

1. Except as otherwise provided in the Articles of Incorporation or in these Regulations, all the powers, duties and functions of the Corporation conferred by the Articles of Incorporation, these Regulations, Ohio statutes, common law, court decisions, or otherwise shall be exercised, performed or controlled by the Board of Trustees. The Trustees shall be the "directors" of the Corporation for purposes of any statute or rule of law relating to corporations.

2. The Board of Trustees shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the Board of Trustees to carry out the aims and purposes of this Corporation, and, to this end, to manage and control all of its property or assets. Each member of the Board of Trustees shall serve in a fiduciary capacity.

3. The Board of Trustees is hereby committed to exercise, in the best interest of the Corporation, the powers described in Treasury Regulation §1.170A-9(e) (11)(v)(B), (C), and (D) and any subsequent amendments thereto.

4. Appoint qualified independent auditors, for a term not to exceed three years, to examine the financial affairs of the Corporation and to report to the membership of the Corporation.

5. The Board of Trustees is hereby committed to obtain information and to take other appropriate steps with the view to seeing that each participating trustee, custodian or agent administers such funds of this Corporation in accordance with the provisions of Treasury Regulation §1.170A-9(e) (11) (v)(F) and any subsequent amendments thereto.

6. The Board of Trustees may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in

determining policies and formulating programs for carrying out the Corporation's purposes.

7. The Board of Trustees is authorized to employ such persons, including a president and chief executive officer, executive director, attorneys, agents and assistants, as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof.

8. The Board of Trustees shall have the power to replace any participating trustee, custodian or agent for breach of fiduciary duty under Ohio law. If it appears that there may be grounds for exercising this power with respect to any fund, the Board of Trustees shall notify the trustee, custodian or agent involved and provide a reasonable opportunity for explanation and/or correction. The Board of Trustees shall exercise this power by the affirmative vote of a majority of the members of the Board of Trustees at a meeting. Before it exercises this power, the Board of Trustees may seek advice of legal counsel as to whether a breach has been committed under Ohio law.

9. The Board of Trustees shall have the power to replace any participating trustee, employee, custodian or agent consistent with the Corporation's need for current income, with due regard to the safety of principal, over such reasonable period of time as is determined by the Board of Trustees. In exercising this power, the determination with respect to a reasonable return of net income or appreciation shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to unrestricted funds of the Corporation. As used herein, the term "restricted fund" means a fund, the income of which has been designated by the donor of the gift or bequest as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number. If it appears that there may be grounds for exercising this power with respect to any fund, the Board of Trustees shall notify the trustee, custodian or agent involved and provide a reasonable opportunity for explanation and/or correction. The Board of Trustees shall exercise this power of replacement upon the affirmative vote of a majority of the members of the Board of Trustees at a meeting.

10. The Board of Trustees shall elect the officers of the Corporation.

**E. Meetings.**

1. An annual meeting of the Board of Trustees for the election of officers and the transaction of such business as may properly come before the meeting shall be held within 30 days following the annual meeting of members in each

year. The Board of Trustees shall hold such regular meetings at such time and place as may be fixed by the Board, or at such time and place as may be fixed by the Chairman. Special meetings of the Board of Trustees may be called by the Chairman and shall be called upon the request of any two Trustees. A majority of the members of the Board of Trustees duly elected shall constitute a quorum.

2. Notice of all Trustees' meetings shall be given at least five (5) days before the meeting, but such notice may be waived by any Trustee. Notice of any meeting shall be considered given if mailed or otherwise sent or delivered in writing (including by courier service, personal delivery, electronic mail or other written media) to the Trustee at his or her address specified in the records of the Corporation. If delivered by mail or courier service, notice shall be effective when deposited with the carrier. If delivered by personal delivery, or electronic mail, notice shall be effective when delivered or transmitted. At any meeting at which every Trustee shall be present, even though without any notice or waiver thereof, any business may be transacted. Presence at any meeting shall constitute a waiver of the notice for that meeting.

**F. Miscellaneous.**

1. The independent auditor appointed or approved by the Board of Trustees shall, at least annually, prepare for the Corporation a financial statement, including a statement of assets and liabilities, and a statement of income, expenses, and distributions, and a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes, and such additional reports or information as may be ordered from time to time by the Board of Trustees. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Corporation. Copies of all audits, statements, reports, and data delivered by the auditor to the Board of Trustees shall be made available or furnished to each trustee, custodian or agent having custody of funds of the Corporation.

2. The Board of Trustees shall at least annually make such distribution of a written report of its financial condition, activities, and distributions to representative persons and organizations in the Bryan Area (including to at least one daily newspaper generally circulated in the City of Bryan) that will, in the opinion of the Board of Trustees, reasonably inform the interested public of the operations of the Corporation.

3. The Board of Trustees shall take all other appropriate actions to make the Corporation and its purposes known to the people of the Bryan area and in that connection seek gifts to the Corporation from a wide segment of the population of the Bryan area.

- G. Limitation of Liability** Neither the Board of Trustees nor Officers nor any of its members individually, shall be liable for the negligent acts or omissions of an employee, agent, or representative selected with reasonable care, nor for anything it may do or refrain from doing in good faith, including the following: errors in judgment, acts done or committed on advice of legal counsel, or mistakes of fact or law.

## ARTICLE IV Officers

- A. **Officers.** The Officers of this Corporation shall be a Chairman, who shall also be the Chairman of the Board of Trustees, a Vice Chairman, a President, a Secretary, and a Treasurer. The Board of Trustees may also elect additional Vice Presidents, an Assistant Secretary, an Assistant Treasurer, and such additional Officers as they deem desirable.
1. *Chairman.* The Chairman will exercise general supervision and control over the activities of the Foundation, will be a Member and will serve as a volunteer. The Chairman:
    - a. Will preside at all meetings of members and of Trustees;
    - b. If not an elected trustee, will serve as a Trustee during the term of office as Chairman.
    - c. May sign, with the secretary or other officer duly authorized by the Trustees, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Trustees, except in cases where the signing and execution of instruments has been expressly delegated by the Trustees by these regulations, or to some other officer or agent of the Foundation by law; and
    - d. Will perform all other duties generally incident to the office and prescribed by the Trustees.
  2. *Vice Chairman.* Will be a Member, will serve as a volunteer and will in the absence of the Chairman or in the event of the Chairman's inability or refusal to act, perform the duties of the Chairman, and when so acting, will have all the powers of, and be subject to all the restrictions on, the Chairman.. The Vice Chairman:
    - a. If not an elected trustee, will serve as a Trustee during the term of office as Chairman.
    - b. Will perform other duties as delegated by the Trustees or the Chairman.
  3. *President.* The President will be the chief executive officer of the foundation. The President:
    - a. Will report to the Board of Trustees;
    - b. Will manage the day to day operations of the foundation and supervise all Foundation employees, agents and resources to assure progress toward the strategies, goals and objectives of the Foundation.
    - c. Will generally be a compensated employee of the Foundaton.
  4. *Treasurer.* If so required by the Trustees, the treasurer will:

- a Give a bond for the faithful discharge of the Treasurer's duties with sureties as the Trustees may deem appropriate;
  - b Have charge and custody of, and be responsible for, all funds and securities of the Foundation;
  - c Receive and give receipts for funds due and payable to the Foundation and deposit all funds in the name of the Foundation in banks, trust companies, or other depositories selected by the Trustees; and
  - d Perform all duties generally incidental to the office of Treasurer and other duties assigned to the Treasurer by the Chairman or by the Trustees.
4. *Secretary.* The secretary will:
- a. Keep the minutes of meetings of members and of the Trustees, in one or more books provided for that purpose;
  - b. See that all notices are duly given in accordance with these regulations or as required by law;
  - c. Be custodian of the corporate records and of the seal of the Foundation;
  - d. Keep a membership book containing the names and addresses of all members and Trustees of the Foundation, and with respect to any membership which has been terminated, record that fact together with the date of termination; and
  - e. Exhibit to any Trustee of the Foundation, or to a Trustee's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these regulations, the articles of the Bryan Area Foundation, the membership book, the minutes of any meeting, and the other records of the Foundation.

- B. Selection.** Said Officers shall be chosen by the Trustees by a majority vote. Officers shall hold office for 2 year terms and until their successors are qualified and elected. The Officers of this Corporation shall have such authority and shall perform such duties herein and further duties as may from time to time be required of them by the Trustees or the Chairman.
- C. Vacancy.** Any vacancy shall be filled for the unexpired term by a majority vote of the Trustees at any meeting properly called to elect a successor.

#### **ARTICLE V Committees**

- A. Standing Committees.** Standing committees will include the Nominating Committee, Executive Committee, Audit Committee, Grantmaking Committee, Scholarship Committee, Investment Committee and Development Committee, or any combination thereof. Vacancies in any

such committees shall be filled for the unexpired term by an appointment by the Chairman unless the Trustees provide otherwise. The term of each committee chair shall not exceed four consecutive years. Each such committee shall have such powers and duties and perform such functions, not inconsistent with law, as may be prescribed for it by the Trustees. Appointments to and the filling of vacancies on such other committees shall be made by the President unless the Trustees otherwise provides. Any action by each such committee shall be reported to the Trustees at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Trustees, provided that no rights of third persons shall be prejudicially affected thereby.

**B. Nominating Committee**

1. Selection.

a. The Vice Chairman of the Corporation shall chair, but not be deemed a member of the Nominating Committee, and shall have no vote except in case of a tie. In the absence of the Vice Chairman, the Chairman shall chair the Nominating Committee with the same powers of the Vice Chairman.

b. The Nominating Committee will be comprised of two Trustees, selected by the Trustees, and three non-Trustee members of the Corporation selected one each by the Investment, Grantmaking and Development Committees. Members of the Nominating Committee shall not be nominated for Trustee positions or Officer positions during their service on the committee.

c. Each member of the Nominating Committee shall serve a two year term coinciding with the term of the Vice Chairman. . Vacancies for the balance of any unexpired term shall be filled by the group (Trustees or Committee) who originally selected the Nominating Committee member who has ceased to serve.

d. Members or Trustees elected to serve on the Nominating Committee shall serve for no more than two consecutive years.

2. Duties.

a. The Nominating Committee has the responsibility of recommending new members, Trustees, and Officers to the membership of the Corporation and Trustees. In nominating new members, the Nominating Committee will consider the advice of the Trustees regarding the number of new members to nominate at any one time.

- b. The Nominating Committee shall recommend the most qualified people to be elected or to fill vacancies as members, Trustees, and Officers. New members must broadly represent the charitable interests of the Bryan Area and be willing to attract new gifts to the Corporation.
  - c. Persons nominated as Trustees must be willing to accept the responsibilities of that position. The Nominating Committee must keep in mind the benefits of new ideas and points of view that can come from new members and Trustees, without forgetting the inherent benefits of the conservative nature of the Trustees.
  - d. Officers should be nominated based on their dedication to the mission of the Corporation and proven understanding of the total operation and management of the Corporation.
- C. **Executive Committee:** The Chairman, Vice Chairman, Treasurer and President shall comprise the executive committee. This committee shall advise the Chairman and the President in the fulfillment of their responsibilities upon the request of either the Chairman or the President. This committee has the specific responsibility to approve and monitor the corporation's annual financial operating plan as submitted by the President.
- D. **Audit Committee:** The Audit Committee shall be appointed, and a chair designated, by the Chairman. It will be the responsibility of the audit committee to meet with the independent auditor to establish the scope and procedures for the annual review of the corporation's financial statements. Further, the audit committee will meet with the auditor to review the results of the annual audit including the auditors opinion, comments and suggestions relative to the corporation's internal controls and procedures.
- F. **Grant Making Committee:** The Grant Making Committee shall be appointed, and a chair designated, by the Chairman. This committee will be responsible for the investigation and evaluation of all grant requests submitted to the foundation for consideration. The committee will have only the financial authority specifically delegated to it by the Board of Trustees.
- G. **Investment Committee:** The Investment Committee shall be appointed, and a chair designated, by the Chairman. This committee will be responsible for providing oversight of the Foundation's investment advisors and managers and recommending changes in managers, advisors or investment policy to the Board of Trustees.
- I. **Development Committee:** The Development Committee shall be appointed, and a chair designated by the Chairman. This committee will

be responsible for the promotion, public relations and the encouragement of financial contributions to the Foundation.

- J. Scholarship Committee:** The Scholarship Committee shall be appointed, and a chair designated, by the Chairman. This committee will be responsible for the investigation and evaluation of all scholarship requests submitted to the foundation for consideration. The committee will have only the financial authority specifically delegated to it by the Board of Trustees.
- K. Other Committees:** The Trustees may provide for such other standing or special committees as it deems desirable and discontinue the same at its pleasure. Each such committee shall consist of three (3) or more Trustees or Members appointed by the Chairman, and shall have such powers and duties and perform such functions, not inconsistent with law, as may be delegated to it by the Trustees. Vacancies in such other standing or special committees shall be filled by the Trustees. The term of each committee chair shall not exceed four consecutive years.

#### **ARTICLE VI Gifts to the Corporation**

- A.** Donors may make gifts to the Corporation by naming or otherwise identifying the Corporation. Gifts shall vest in the Corporation upon receipt and acceptance by it (whether signified by an Officer, employee or agent of the Corporation).
- B.** All gifts shall be subject to the powers of removal vested in the Trustees and contained in Sections D.8. and D.9. of Article III. The Corporation may enter into agreements with trustees, custodians, or agents having custody of funds of the Corporation specifying additional terms of such custody.
- C.** Each donor by making a gift to the Corporation accepts and agrees to all the terms of the Articles of Incorporation and these Regulations, and provides that the fund so created shall be subject to the provisions for presumption of donors' intent, for modification of restrictions or conditions, and for amendments and termination, and to all other terms of the Articles of Incorporation, Regulations of the Corporation, resolutions of the Trustees and any trust, custodian, or agency agreement between the Corporation and trustees, custodians, or agents having custody of the funds of the Corporation, each as from time to time amended.
- D.** If a gift is made to a trustee in trust to make income or other payments for a period of a life or lives or term of years, to any individuals or for non-charitable purposes, followed by payments to the Corporation, or in trust to make income or other payments to the Corporation, followed by payments to any individuals or for non-charitable purposes, only the

payments to the Corporation shall be regarded as Corporation funds, subject to its Articles of Incorporation and these Regulations, and then only when the Corporation becomes entitled to their use. The Board of Trustees may take such actions as it from time to time deems necessary to protect the Corporation's rights to receive such payments.

- E.** In accordance with the resolutions of the Board of Trustees, any donor may, with respect to a gift made by such donor to the Corporation, give directions in the instrument of gift or transfer as to (i) field of charitable purposes or particular charitable organizations or purposes to be supported, (ii) manner of distribution including amounts, times, and conditions of payments and whether from principal and/or income, and (iii) a name as a memorial or otherwise for a fund given, or addition to a fund previously held, or anonymity for the gift.
- F.** No gift shall be required to be separately invested or held unless the donor so directs, or it is necessary in order to follow any other direction by the donor as to purpose, or in order to prevent tax disqualification, or it is required by law. Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name accounts reflecting appropriately the interest of such fund in each common investment.
- G.** Each fund of the Corporation shall be presumed to be intended (i) to be used only for charitable purposes, (ii) to be productive of a reasonable return of net income over a reasonable period of time which (except during the period referred to in Section D of this Article VII) is to be distributed at least annually or if accumulated is to be accumulated only in a reasonable amount and for a reasonable period for a charitable purpose or purposes, and (iii) to be used only for such of those purposes and in such manner as not to disqualify the gift from deduction as a charitable contribution, gift, or bequest in computing any federal income, gift, or estate tax of the donor or the donor's estate and not to disqualify the Corporation from exemption from federal income tax as a qualified charitable organization described in sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986, as amended (hereafter the "Internal Revenue Code") and shall not be otherwise applied. If a direction by the donor, however expressed, would, if followed, result in use contrary to the intent so presumed, or if the Board of Trustees is advised by legal counsel that there is substantial risk of such result, the direction shall not be followed, but shall be varied by the Board of Trustees so far as necessary to avoid such result, except that if the donor has clearly stated that compliance with the direction is a condition of the gift, then the gift shall not be accepted unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses of legal counsel for such advice and

proceedings shall be proper expenses. For purposes of these Regulations, "charitable purposes" includes educational, religious, scientific, public and other purposes contributions for which are deductible under Sections 170(c)(1) and 170(c)(2)(B) of the Internal Revenue Code and "qualified charitable organization" means an organization which is described in Section 170(c)(1) or (2) of said Code.

- H. Notwithstanding any provision in these Regulations or in any instrument of transfer creating or adding to a fund of this Corporation, the Board of Trustees shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes, to specified organizations, or as to the manner of distribution (including amounts, times, and conditions of payment and whether from principal and/or income), if in the sole judgment of the Board of Trustees (without the necessity of the approval of any participating trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the Bryan Area. The Board of Trustees shall exercise this power by the affirmative vote of a majority of its members. Any member of the Board of Trustees who is related by family, business or professional relationship to the donor of a gift subject to such a restriction or condition shall abstain from voting on the modification of such restriction or condition by the Board of Trustees and shall not participate in discussion of such modification by the Board.
- I. The Board of Trustees shall have the authority to enter into relationships with other organizations which are operated for the benefit of and to carry out the purposes of the Corporation. It is intended that the Corporation shall exercise such supervision and control over any such organization as is necessary to qualify it as an organization described in Section 509(a)(3) of the Internal Revenue Code and the regulations thereunder.

#### **ARTICLE VII Distributions and Disbursements**

- A. **Available Distribution.** The Board of Trustees, not less frequently than yearly, shall (i) determine all distributions to be made from net income and principal of this Corporation (including funds held by trustees, custodians, or agents of the Corporation) pursuant to provisions of the Articles of Incorporation, these Regulations, and the donors directions if and to the extent applicable as provided herein, and make, or authorize and direct the respective trustees, custodians or agents having custody of funds of this Corporation to make, payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended; and (ii) determine all disbursements to be made for administrative expenses

incurred by the Corporation and direct the respective trustees, custodians or agents having custody of funds of this Corporation as to payment thereof and funds to be charged.

- B.** All determinations shall be by affirmative vote of a majority of the Board of Trustees unless otherwise expressly provided in these Regulations or by direction of the donor as a condition of the gift (which is nevertheless subject to the power to modify as provided in Article VII).
- C.** Determinations may be made to distribute capital from funds given without directions as to principal or income as well as pursuant to directions expressly permitting use of principal, but the Board of Trustees shall inform the trustee, custodian or agent having custody of the funds of this Corporation as far in advance as the Board of Trustees deems practicable so as to permit the trustee, custodian or agent to adjust its investment policies accordingly, and may, upon advice from the trustee, custodian or agent as to how the desired distribution and any necessary liquidation of investments can most economically be accomplished, adjust its directions for distributions so far as it deems practicable accordingly.
- D.** The Board of Trustees shall gather and analyze facts and conduct investigation and research as from time to time is necessary in order to determine the most effective agencies and means for meeting the needs of the Bryan area through distribution of funds given for charitable purposes, and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Trustees, including salaries for such professional and other assistance as it from time to time deems necessary, shall be directed to be paid so far as possible, first from any funds designated by the donor for such purpose, and any balance out of income of the funds of the Corporation.
- E.** The Board of Trustees may, in furtherance of the Corporation's charitable purposes when needs have been determined and with appropriate provisions to assure use solely for such purposes, direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Trustees can best carry out such purposes or help create new qualified charitable organizations to carry out such purposes.

#### **ARTICLE VIII Indemnification and Insurance**

##### **A. Authorization.**

1. In the event that any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed civil, criminal,

administrative or investigative action, suit, or proceeding, other than an action by or in the right of the Corporation, seeks indemnification from the Corporation against expenses, including attorney fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding by reason of the fact that such person is or was a Trustee, Officer, member, employee, volunteer, or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, director, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or business, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine or cause to be determined in the manner provided in Ohio Revised Code, Section 1702.12(E) whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Ohio Revised Code, Section 1702.12(E) and, to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

2. The indemnification provided by this Paragraph A shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles or any agreement, vote of members or disinterested Trustees, or otherwise, both as to action in their 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, director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

- B. Insurance.** The Corporation, to the extent permitted by Ohio Revised Code., Section 1702.12(E), may purchase and maintain insurance on behalf of any person who 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, director, officer, employee or designated agent of another corporation, domestic or foreign, nonprofit or business, partnership, joint venture, trust or other enterprise.

#### **ARTICLE IX 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 members, Board of Trustees and committees having any of the authority of the Board of Trustees.

#### **ARTICLE X Corporate Seal**

The Corporation shall have no seal.

### **ARTICLE XI Fiscal Year**

The fiscal year of the Corporation shall be the twelve-month period ending on June 30th, or such other period as may be designated by the Board of Trustees.

### **ARTICLE XII Amendments**

These Regulations may be amended or repealed by a majority vote of the Board of Trustees, ratified by written action signed and approved by at least two-thirds of the voting members of this Corporation, or a majority vote of the voting members present at a meeting called for that purpose or at any annual meeting of the members.

### **ARTICLE XIII Future Internal Revenue Law**

All references in these Regulations to Sections of the Internal Revenue Code of 1986, as amended, also refer to any corresponding provisions of any applicable future United States internal revenue law.

### **ARTICLE XIV Record of Members and Trustees**

The Secretary of the Corporation shall keep or cause to be kept a record of the names of all members and Trustees, together with the last known address of each member and Trustee. Such record may be included in and be a part of the book containing the minutes of meetings of the members and of the Trustees. There shall also be stated therein the date upon which each member or Trustee became such, and upon the termination of any membership or Trusteeship for any cause, the facts relating thereto shall be stated in said record, together with the date of such termination. It shall be the duty of every member and Trustee, upon becoming such member or Trustee, forthwith to furnish to the secretary of the Corporation, for inclusion in such record, his or her then address and likewise promptly to report to the Secretary for inclusion in such record any change in any such address.