

**CODE OF REGULATIONS
AKRON AREA ARTS ALLIANCE**

**Section 1
General**

1.1 Name. This Corporation will be known as the **AKRON AREA ARTS ALLIANCE** (the “Corporation”).

1.2 Purposes. The Corporation will have such purposes as are now, or may hereafter, be set forth in its Articles of Incorporation and this Code of Regulations.

1.3 Powers. The Corporation will have such powers as are now, or may hereafter be, granted by the Nonprofit Corporation Law of the State of Ohio, by its Articles of Incorporation and by this Code of Regulations.

**Section 2
Offices**

The principal office of the Corporation will be in Summit County, Ohio, or at such other place in Ohio as the Board may from time to time appoint or as the activities of the Corporation may require.

**Section 3
Membership**

The Corporation will have no members other than its Directors. For purposes of any statute or rule of law relating to corporations, the Directors will be considered the members of the Corporation, and they will have all the rights and privileges of members. The Directors, when exercising the rights and privileges of members at a meeting, will comply with the provisions of Sections 4.2 through 4.12 below.

**Section 4
Board of Directors**

4.1 General Powers. All of the business and affairs of the Corporation will be managed and controlled by the Board of Directors. Subject to the provisions of Ohio Nonprofit Corporation Law, the Articles of Incorporation and this Code of Regulations, the Directors are authorized and empowered to do and perform every act and thing whatsoever which they deem necessary, expedient or advisable to carry out the purposes of this Corporation.

4.2 Responsibilities and Duties. The Board of Directors is the policy, planning and decision making body for the Corporation. The duties of the Board of Directors will include: setting the Corporation’s strategic direction, overseeing the operations of the Corporation, providing for the financial stability of the Corporation; and annually approving the IRS Form 990.

4.3 Number, Election, Tenure and Duties.

4.3.1 Members. Members of the Board of Directors will be elected and vacancies filled by majority vote of the Board of Directors.

4.3.2 Number of Directors. The number of Directors will be no fewer than 15 and no more than 21.

4.3.3 Terms. Director terms will be three years. Directors may serve two consecutive terms. Directors who have completed two consecutive terms may be reappointed after one year.

4.3.4 Duties. Directors will demonstrate commitment to the mission and goals of the Corporation by: attendance, preparation and participation in Board of Director and Committee meetings and programs of the Corporation; advocacy and outreach on behalf of the Corporation to promote its facilities and programs; and annual financial support of the Corporation and its programs as a donor and/or sponsor.

4.4 Annual Meeting. The Annual Meeting of the Board of Directors will be held on such date as designated by the Directors. The purpose of the Annual Meeting is to elect Directors and officers and to transact such other business as may come before the meeting. The Annual Meeting will be held at the place and time specified in the notice of the Annual Meeting required by Section 4.8 below.

4.5 Regular Meetings. Regular Meetings of the Board of Directors will be held no less than quarterly on such days and at such places and times as the Board specifies.

4.6 Special Meetings. Special Meetings of the Board of Directors may be called by the Chair or by any four Directors at such place and time as the person or persons calling such meeting specifies in the notice of said Meeting required by Section 4.8 below.

4.7 Location of Meeting. Meetings of the Directors may be held at any place within The County of Summit, Ohio as specified in the notice of the Meeting.

4.8 Notice. The following provisions will govern notice:

- a. Written notice of the time and place of each Regular or Special meeting of the Directors and an agenda for the meeting will be sent to each Director by USPS mail at least five days before the Regular or Special meeting, or be given by personal delivery, facsimile or electronic mail at least three business days before the Regular or Special meeting. Written notice of the time and place of the Annual Meeting and an agenda for the meeting will be provided ten days before the Annual Meeting.
- b. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.
- c. If the notice of a meeting is mailed, it will be deemed to be delivered when deposited in the United States Mail so addressed with prepaid postage.
- d. If notice is given by facsimile or electronic mail, such notice will be deemed to be delivered when the facsimile is delivered to the receiving facility or when the electronic mail is transmitted to the addressee.
- e. Any member of the Board of Directors may waive notice of any meeting. The attendance of a Director at a meeting will constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.9 Voting. Each member of the Board of Directors will be entitled to one vote. No proxy voting is permitted. In circumstances when convening the board is not possible or practical, electronic voting on matters of urgency and importance is permitted.

4.10 Quorum. The attendance in person or by teleconference of a majority of Directors is necessary to constitute a quorum for a meeting of the Directors. The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board. If a quorum is not present, a majority of the Directors present may adjourn and reconvene the meeting from time to time without further notice.

4.11 Procedure. The Chair will preside at the meetings of the Board of Directors.

4.12 Compensation; Expenses. Directors will not receive any compensation for their services; but nothing contained in this Code of Regulations will be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation. Each Director will be entitled to reimbursement for out-of-pocket expenses reasonably incurred in connection with performance of Director duties.

4.13 Resignation. Any Director of the Corporation may resign at any time by written notice to the Secretary of the Corporation. Such resignation will take effect at the time specified and acceptance of such resignation will not be necessary to make it effective.

4.14 Removal. A Director may be removed, with or without cause, at a meeting called expressly for that purpose, by a vote of a majority of the Directors in office.

4.15 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the majority vote of the Directors. A Director elected to fill a vacancy occurring in the Board of Directors will be elected for the unexpired term of the predecessor in office at a Regular or Special Meeting.

Section 5 **Committees**

5.1 Committees. The Board of Directors may appoint standing, temporary or special Committees which, in its discretion, it deems necessary or desirable. These Committees will consist of no fewer than three members and all Committee members need not be Directors. Each standing committee will be chaired by a Director.

Section 6 **Officers**

6.1 Officers. The officers of the Corporation will consist of a Chair, a Vice Chair, a Treasurer and a Secretary, and such other officers and assistant officers as may be deemed necessary, each of whom may be designated by such other titles as may be provided in the Articles of Incorporation, this Code of Regulations or a Resolution of the Directors. Two or more offices may not be held by the same person. All officers must be Directors.

6.2 Election and Term of Office. The officers of the Corporation will be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. Each officer may serve two consecutive terms.

6.3 Removal. Any officer elected by the Board of Directors may be removed, with or without cause, by the majority vote of the Board of Directors at a Regular or Special meeting, but such removal will be without prejudice to the contract rights, if any, of the person so removed.

6.4 Vacancies. A vacancy in office because of death, resignation or removal of the Officer may be filled by the Board of Directors for the unexpired portion of the term of office.

6.5 Chair. The following provisions will govern the office of Chair:

- a. The Chair will preside at all meetings of the Board of Directors.
- b. The Chair will be an *ex officio*, voting member of all Committees.
- c. The Chair may sign, with the Secretary or any other officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which have been authorized by the Board of Directors to be executed, except in cases where the signing and the executions thereof would be expressly delegated by the Board of Directors or by this Code of Regulations or by statute to some other officer or agent of the Corporation; and in general, the Chair will perform all such other duties as may be prescribed by the Board of Directors from time to time.

6.6 Vice-Chair. The Vice-Chair will perform the duties of Chair when the office of Chair is vacant or the Chair is unable or unavailable to act and will have such other duties as may be designated by the Board of Directors.

6.7 Treasurer. The following provisions will govern the office of Treasurer: Subject to the direction of the Chair, the Treasurer will oversee: the care and custody of all funds and securities of the Corporation; receipts for moneys due and payable to the Corporation; deposit of moneys in the name of the Corporation in banks, trust companies or other depositories; preparation of the annual budget of the Corporation; filing of IRS Form 990; all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The Treasurer may delegate administrative duties to the Executive Director.

6.8 Secretary. The following provisions will govern the office of Secretary:

- a. Subject to the direction of the Chair, the Secretary will be responsible for the preparation of the minutes of the meetings of the Board of Directors and their filing in the records of the Corporation; assure that any minutes of meetings of any Committees are filed with the records of the Corporation; assure that all notices are given in accordance with the provision of this Code of Regulations or as required by law; be custodian of the Corporation's records; and all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board of Directors.
- b. In the absence of the Vice-Chair, the Secretary will perform the duties of the Chair when the office of Chair is vacant or the Chair is unable or unavailable to act.

6.9 Assistant Treasurers and Assistant Secretaries. Any Assistant Treasurer or Assistant Secretary will perform such duties as will be assigned to him or her by the Treasurer, the Secretary or the Board of Directors, as the case may be.

6.10 Compensation. The officers of the Corporation as such will not receive any compensation for their services; but nothing contained in this Code of Regulations will be assumed to preclude any officer from serving the Corporation in any other capacity and receiving reasonable compensation therefor. Each officer shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in connection with the performance of duties as an officer of the Corporation.

Section 7

Employees and Independent Contractors

7.1 Executive Director. The Board of Directors by resolution may appoint and employ an executive director. The Executive Director is accountable to the Board of Directors and will work closely with the Board to fulfill its objectives. The Executive Director, as authorized by the Board's fiscal policy, will sign or delegate authority to sign checks and enter into agreements with the approval of the Board of Directors, which are necessary to carry out the objectives of the Corporation. The Executive Director shall be an *ex-officio* member of the board. The Executive Director shall not be entitled to vote but shall be entitled to notice of and attendance at meetings, except those portions of a meeting at which matters directly relating to the Director are discussed.

7.2. Other Staff and Independent Contractors. The Executive Director may appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board. The Executive Director may retain independent contractors to provide products and services to the Corporation as authorized by the Board.

7.3 Hiring Policies. Hiring shall be conducted in full compliance with the Corporation's anti-discrimination policy.

Section 8

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts and duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with the Articles of Incorporation and this Code of Regulations, to the extent authorized or permitted by law.

Section 9

Limitation of Liability in Damages and Indemnity

9.1 Insurance. The Corporation may purchase and maintain insurance on behalf of any Covered Person against any liability asserted against the person or incurred by the Covered Person in any such capacity, or arising out of the Covered Person's status as such, whether or not this Corporation would have the power to indemnify the Covered Person against such liability under Section 9.2 below of the Ohio Nonprofit Corporation Law.

9.2 Limitation of Liability in Damages of a Director. Other than in connection with an action or suit in which the only liability asserted against a Director is for voting for or assenting to a statutorily proscribed asset distribution or loan, a Director of the Corporation will be liable in damages for any action he or she takes or fails to take as a Director only if it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act involved an act or omission either undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation.

9.3 Indemnification. The Corporation will 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, by reason of the fact that such person was a Director, Officer or employee (Covered Person) of the Corporation against expenses, including attorneys' fees,

judgments, fines and amounts paid in settlement, actually reasonably incurred in connection with such action, suit or proceeding to the maximum extent permitted under Section 1702.12(E) of the Ohio Revised Code.

Section 10
Contracts and Banking

10.1 Contracts. The Board of Directors may authorize any one or more officers or agents to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to special instances.

10.2 Deposits. All funds of the Corporation not otherwise employed will be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

10.3 Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will be signed by one or more officers of the Corporation and in such manner as from time to time determined by resolution of the Board of Directors.

Section 11
Accounting Year and Audit

11.1 Accounting Year. The fiscal year of the Corporation will begin on the first day of July and end on the last day of June of each year.

11.2 Financial Statements. At the end of the accounting year, the books of the Corporation will be closed and a financial statement prepared for such year and an IRS Form 990 filed. If directed by the Board of Directors, the financial statement will be certified by an independent accounting firm, the partners of which are certified public accountants. Such financial statement will be made available to all board members.

Section 12
Non-Discrimination Policy

The Corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

Section 13

Miscellaneous

13.1 Books and Records. The Corporation will keep correct and complete books and records and minutes of the proceedings of the Board of Directors and any Committees which have had activities in connection with the Corporation's business.

13.2 Loans to Employees, Officers and Directors Prohibited. No loans will be made by the Corporation to its officers, Directors or employees.

13.3 Policies. The Board of Directors may adopt, amend or repeal Policies (not inconsistent with this Code of Regulations) for the management of the internal affairs of the Corporation and the governance of its officers, agents, Committees and employees.

**Section 14
Amendments**

The Code of Regulations of the Corporation may be altered, amended or repealed in whole or part at any time and a new Code of Regulations adopted at a meeting held for that purpose at which a quorum is present by a majority vote of the Board of Directors.

ADOPTED BY BOARD OF DIRECTORS ON:

Name
Board Secretary