

REGULATIONS
OF
NORTH CANTON COMMUNITY
IMPROVEMENT CORPORATION

ARTICLE I.
Membership

Section 1. The Trustees named by the incorporator of the Corporation shall be the first members.

The Members of the North Canton Community Improvement Corporation shall be as follows:

Current Mayor of North Canton
Current Director of Administration of North Canton
Current Finance Director of North Canton
Current Council Economic Development Committee Chairperson
of North Canton City Council
Current Council President of North Canton City Council
Current Law Director of North Canton
Two (2) appointees by the Mayor of North Canton for a one (1)
year term, which would run from January 1st to December 31st

Members appointed by the Mayor or Council may be reappointed.

Section 2. Any member may resign at any time by notice in writing delivered to any Officer of the Corporation other than himself. The resignation of a member shall constitute resignation by such person as a Trustee and as an Officer.

ARTICLE II.
Meetings of Members

Section 1. There shall be an annual meeting of the members of the Corporation in the month of January, at such date, time and place (which shall be within the City of North Canton – the “Municipality”) as may be fixed by the Board of Trustees, provided that if such Board does not fix such date, time and place by the fifteenth day of (the preceding month), then the President of the Corporation shall do so.

Section 2. Special meetings of the members may be called and the time, date and place (which shall be within the Municipality) of the meetings specified, by the President, or any three (3) members of the Board of Trustees.

Section 3. A majority of the members shall constitute a quorum for the transaction of business at any meeting of the members.

Section 4. Any action which may be taken at a meeting of the members at which a quorum is present may be taken by a majority affirmative vote. Any member may authorize another member by written proxy to vote for him on one or more questions voted on at a meeting of the members. Upon authorization by, and pursuant to procedure prescribed by the Board of Trustees, votes may be cast by mail in any election to be held, or as to any other matter which is to be acted upon at a meeting of members. Members voting at a meeting by proxy or by mail on any one or more questions, in accordance with this section, shall be deemed to be present at the meeting for the purposes of determining the presence of a quorum. Votes cast by proxy or mail shall be counted as if the members giving such proxy or mailing such votes were present at the meeting and cast their votes thereat.

Section 5. A written or printed notice of every annual or special meeting of the members, stating the time, place and purpose thereof, shall be given to each member entitled to vote thereat and to each member entitled to notice as provided by law, which notice may be given to a member in person or may be mailed by first class mail to his last address appearing on the books of the Corporation at least five (5) days before any such meeting. Any member may waive in writing, either before or after the holding of such meeting, any notice required to be given by law or under these regulations; and by attendance at any meeting without protesting the lack of proper notice, or by voting, including by proxy or mail, at any meeting, a member shall be deemed to have waived notice thereof.

ARTICLE III. **Board of Trustees**

Section 1. The Board of Trustees shall be elected by the members at the annual meeting or at a special meeting called for that purpose and shall be the governing board of the Corporation. The Board of Trustees shall consist of three (3) or more members as shall be fixed by the members from time to time. Trustees shall serve for one (1) year terms except as otherwise hereafter provided. In accordance with Chapter 1724, Ohio Revised Code, not less than two-fifths (2/5) of the Board of Trustees shall be composed of appointed or elected officers of the Municipality.

Section 2. A Trustee may be removed for good cause shown by the vote of ninety percent (90%) of the remaining members of the Board of Trustees or may resign at any time by notice in writing delivered to any officer of the Corporation other than himself.

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

ARTICLE IV. **Meetings of the Board of Trustees**

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

Section 2. Regular meetings of the Board of Trustees may be held at such times and places within the Municipality as shall be provided for in by-laws or resolutions adopted by the Board of Trustees, and no notice of such meeting need be given other than as provided in Article VII of these Regulations.

Section 3. Special meetings may be called by the President, or any twenty percent (20%) of the members of the Board of Trustees. The notice of any special meeting shall set forth the time, date and place thereof (which shall be within the Municipality) and the person or persons calling such meeting shall cause such notice to be given. Notice of each such meeting shall be given to each Trustee either in writing, by personal delivery, first class mail, telegram or cablegram, or by telephone, and any such writing shall be delivered, mailed, telegraphed or cabled and any such notice by telephone shall be given, not less than three (3) days prior to such meeting; provided, however, that such notice shall be deemed to have been waived by the Trustees attending such meeting without protesting the lack of proper notice, or by voting at any such meeting and may be waived in writing or by telegram or cablegram by any Trustee either before or after such meeting. The person giving notice of any such special meeting by telephone shall make a written record of each such communication and the same shall be entered by the

Secretary in any appropriate record of the Corporation. Unless otherwise limited in the notice thereof, any business may be transacted at any special meeting.

Section 4. At any meeting of the Board of Trustees a quorum shall consist of a majority of the Trustees in office at the time.

Section 5. Except as otherwise provided in these Regulations, any action which may be taken at a meeting of the Board of Trustees, may be taken by a vote of a majority of the Trustees present at such meeting.

Section 6. Any action which may be authorized or taken at a meeting of the Board of Trustees may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by all of the members of the Board of Trustees then in office; provided that such action authorized or taken without a meeting does not concern the public business of the Corporation as defined in Section 1(a) of Article VII. Any such writing shall be filed with or entered upon the records of the Corporation.

ARTICLE V. **Officers**

Section 1. The Board of Trustees shall elect a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Trustees may see fit. Officers shall serve one (1) year terms except as otherwise provided herein. The President and Vice-President shall, and the other officers may, but need not, be chosen from the members of the Board of Trustees. Any two (2) of the offices may be held by one (1) person, but in any case in which the action of more than one (1) officer is required, no one (1) person shall sit in more than one (1) capacity.

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

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

ARTICLE VI.
Duties of Officers

Section 1. The President shall preside at meetings of the members of the Board of Trustees, may designate the date, time and place of the meetings of the members and Board of Trustees as provided herein, may execute all authorized instruments, including without limitation, contracts, bonds, notes, debentures, deeds, mortgages and other obligations in the name of the Corporation and shall perform such other duties as the Board of Trustees may require.

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

Section 3. The Secretary shall take and keep records of all meetings of the Board of Trustees, conduct such correspondence of the Corporation as may be designated by the President and perform such other duties as the Board of Trustees may require. The Treasurer shall be the custodian of all funds and securities in other corporations and similar property belonging to the Corporation and shall do with the same as may be ordered by the Board of Trustees and perform such other duties as the Board of Trustees may require. The Treasurer shall keep accurate financial accounts and hold the same open for examination of the Trustees. On the expiration of the term of office the Treasurer shall turn over to his successor or to the Board of Trustees, all property, books, papers and moneys of the Corporation in hands.

Section 4. The Board of Trustees is authorized to delegate the duties of any officer to any other officer, and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

Section 5. Any officer, if required by the Board of Trustees, shall give bond in such form and with such security as the Board of Trustees from time to time may require for the faithful performance of his duties.

Section 6. The Board of Trustees shall select depositories for the safekeeping of the moneys of the Corporation and establish the procedure for deposit and withdrawal of such moneys. In lieu of such deposit, the Board of Trustees from time to time may authorize

investment of moneys of the Corporation as are not then required in any obligations in which a county or municipal corporation is authorized by the applicable sections of the Ohio Revised Code to invest its moneys.

ARTICLE VII.
Notice Rules for Meetings

Section 1.

Definitions as Used in this Article

- a. “Meeting” means any prearranged discussion of the Public Business of the Corporation by a majority of its members or of the Board of Trustees, or of any other Committee of the Board of Trustees to which such Board has delegated any of its authority, and “Public Business of the Corporation” means business which concerns the Corporation in its capacity as the designated agency of the Municipality, in accordance with Chapters 165 and 1724 of the Ohio Revised Code.
- b. “Oral notification” means notification given orally either in person or by telephone, directly to the person for whom such notification is intended, or by leaving an oral message for such person at the address, or if by telephone at the telephone number, of such person as shown on the records kept by the Secretary under this Article.
- c. “Written notification” means notification in writing mailed, telegraphed or delivered to the address of the person for whom such notification is intended as shown on the records kept by the Secretary under this Article, or in any way delivered to such person. If mailed, such notification shall be mailed by first class mail, deposited in a U.S. Postal Service mailbox no later than the second day preceding the day of the meeting to which such notification refers, provided that at least one (1) regular mail delivery day falls between the day of mailing and the day of such meeting.

Section 2.

Meetings

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

Section 3.

Formal Action

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

Section 4.

Notice of Meetings

a. **Posted or Published Notice of Meetings**

Notice of all meetings, specifying the time, place and purpose thereof, shall be given not later than twenty-four (24) hours in advance thereof in the same manner that posted or published notice of special meetings of the Council of the Municipality is given.

b. **Notice to News Media of Meetings**

Any news media that desires to be given advance notification of meetings shall file with the Secretary a written request thereof. The request shall be effective for one (1) year from the date of filing. Each requesting news medium shall be informed of such period of effectiveness at the time it files its written request. Such requests may be modified or extended only by filing a complete new request with the Secretary. A request shall not be deemed to be made unless it is complete in all respects, and such request may be conclusively relied on by the Corporation and the Secretary. The written request shall specify the name of the news medium, the name and address of the person to whom written notifications to the medium can be mailed, and at least one telephone number which can be called any hour of the day or night for the purpose of giving oral notification to the medium.

c. **Notification of Discussion of Specific
Types of Public Business**

Any person may, upon written request and as provided herein, obtain reasonable advance notification of all meetings at which any specific type of public business is scheduled to be discussed.

- (1) Such person may file a written request with the Secretary which written request shall

specify the person's name and mailing address, the telephone number or number at which the person can be reached during and outside of business hours, the specific type of public business concerning which the person is requesting advance notification, and the number of calendar months (not to exceed twelve (12)) which the request covers.

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

d. General

- (1) Any notification provided herein to be given by the Secretary may be given by any person acting on behalf of or under authority of the Secretary.
- (2) The Secretary shall maintain a record of the date and time if pertinent under this Article, of all notices and notifications given or attempted to be given under this Article, and to whom such notifications were given or unsuccessfully attempted to be given.

ARTICLE VIII.

Indemnification of Trustees and Officers

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

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

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

ARTICLE IX.

Amendments to Code of Regulations

Section 1. This Code of Regulations may be amended by assent thereto in writing signed by two-thirds (2/3) of the members, or by a majority vote at any meeting of the members, provided that the notice of said meeting stated that the consideration of the amendment was to be the purpose or a purpose of the meeting.