

OHIO GAS ASSOCIATION
EIGHTH AMENDED CODE OF
REGULATIONS

Re-adopted July 24, 2024

The Ohio Gas Association is a non-profit, 501(c)6, Corporation formed June 2, 1971 to provide communication and activities among its members to further the common business and technical interests of the gas industry, per its amended Articles of Incorporation, dated March 18, 1985, and as modified by subsequent Code of Regulation amendments.

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OHIO GAS ASSOCIATION

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ARTICLE I MEMBERSHIP

The Ohio Gas Association (“Association”) shall have five classes of membership: corporate, associate, affiliate, midstream, and honorary lifetime membership. All new members' applications are to be reviewed by the Executive Board and recommended to the full Board for approval. Any membership may be revoked or canceled in the same manner. Except as otherwise provided herein, all of the voting power of the membership shall be exercised by the Corporate Members in the manner provided in Article III.

Section 1. Corporate Members.

Corporate Members shall be sole proprietorships, firms, companies, corporations, municipalities, associations or gas utilities owned by special gas districts actively engaged in the production, transmission, distribution and/or sale of manufactured or natural gas (collectively, “Eligible Entities”) within the State of Ohio. Eligible Entities which engage in such activities in states outside of Ohio may be admitted to the Association as Corporate Members only upon the approval of the Board of Trustees.

Section 2. Associate Members.

Associate Members shall be sole proprietorships, firms, companies, corporations or associations actively engaged in the sale and/or marketing of natural gas.

Section 3. Midstream Members.

Midstream Members shall be sole proprietorships, firms, companies, corporations, LLC, MLP, etc. that own natural gas midstream assets in Ohio.

Section 4. Affiliate Members.

Affiliate Members shall be persons, firms, companies, corporations or associations actively engaged in the manufacture, fabrication, sale or distribution of gas products or equipment utilized in the gas industry or persons, firms, companies, corporations or associations that furnish services to the gas industry. The Affiliate Members designation shall also include any organization seeking membership in the Association that does not align with the Corporate Members, Associate Members, Midstream Members, and Honorary Lifetime Members designations.

Section 5. Honorary Lifetime Members.

Honorary Lifetime Members shall be those individuals recognized by the Association as having made an outstanding contribution to the welfare and benefit of the Association or the gas industry, as determined by the Board of Trustees, not less than ninety (90) days prior to the Association's annual meeting and announced at said meeting.

ARTICLE II DELEGATES AND COMMITTEE MEMBERS

Section 1. Corporate Delegates.

A corporate delegate is an individual who represents a corporate member. Each corporate member shall appoint one of its officers or employees to be its delegate to the Association. The delegate shall exercise all of the rights and privileges of such members, including voting rights set forth herein, during the period of the delegate's appointment. The appointment shall be made by (a) a letter addressed to the Association from an officer of the corporate member; (b) an e-mail addressed to the Association from an officer of the corporate member; or (c) a phone call to the Association from an officer of the corporate member, and such delegation shall continue in effect until the Association's receipt of written notice from the corporate member of cancellation of the delegate's appointment. Cancellation of a delegate's appointment shall terminate such delegate's membership on the Board of Trustees or on any committee he or she may serve on and shall not entitle the delegate's replacement to membership on the Board of Trustees or on any committee. The unexpired term of the delegate's membership on the Board of Trustees shall be filled as provided in Article IV, Section 4.

If a delegate of a Corporate Member is unable to attend any corporate delegate meeting of the Association, that Corporate Member may designate another one of its officers or employees as an alternate delegate to act in the absence of the regular delegate for the purpose of that meeting. The alternate delegate shall have the same vote as the appointed delegate. Notice of appointment of an alternate delegate must be given to the Association prior to the day of the meeting that the alternate delegate has been appointed to attend.

Section 2. Committee Members.

Member companies may appoint representatives to serve on various working committees within the Association. Members appointed to serve on committees shall participate and have voting rights as members of such committees solely within the respective committees. No voting rights shall be granted to any member serving on committees which are in addition to the voting rights granted to members pursuant to Article III below.

ARTICLE III VOTING AND DUES**Section 1. Votes.**

Each Corporate Member, through its appointed delegate, shall be entitled to one (1) vote in any proceeding of the Association in which Corporate Members are entitled to vote. Except as provided in Article IV, Section 3, Associate Members, Midstream Members, Affiliate Members and Honorary Lifetime Members shall not be entitled to vote.

Open invitations are extended to each Corporate Member, Midstream Member, and Associate Member whereby they may appoint a non-voting representative to attend Board of Trustee meetings. Each Affiliate Member may appoint a non-voting representative to attend Board of Trustees meetings if it is invited as a guest of a current Trustee.

Section 2. Dues.

(a) Corporate Members. Corporate Members shall pay annual dues as follows:

(i) If the Corporate Member has less than 5000 customers, the annual dues shall be an amount equal to \$1,550 plus \$.05 for each customer the Corporate Member reported in its most recent annual report to the Public Utilities Commission of Ohio (“PUCO”).

(ii) For Corporate Members with more than 5000 customers, the annual dues shall be an amount equal to \$2,550 plus \$.05 for each customer the Corporate Member reported in its most recent annual report to the PUCO.

(iii) Corporate Members who are interstate or intrastate transmission companies shall pay annual dues of \$2,050.

(iv) Outside Lobbyist Service fees are paid annually by member companies, in addition to their annual dues. Members who agree to participate in this process will notify OGA staff of their contribution level and this will be included on their annual dues invoice. Members may participate in Outside Lobbyist Services by contributing a minimum of \$500 annually, paid in addition to their annual dues. If our lobbying contract and services change, total contributions will equal the new cost of services or be covered by Association funds. If lobbyist contract and services end, this fee will no longer be paid.

(v) Maximum dues for any Corporate Member shall not exceed \$45,000.

(b) Associate Members. Associate Members shall pay annual dues of \$1,850.

(c) Midstream Members. Midstream Members shall pay annual dues of \$1,850.

(d) Affiliate Members. Affiliate Members shall pay annual dues of \$400.

(e) Honorary Lifetime Members. Honorary Lifetime Members shall not be required to pay annual dues.

Section 3. Payment of Dues; Proration for Partial Year

All invoices for dues will be sent prior to January 1st of each year, and due no later than January 30 of each year. Invoices will be payable upon receipt. Dues shall become due and payable thirty (30) days from the invoice date. In the event that a member's dues have not been paid within thirty (30) days of the invoice date, a second notice will be sent. After sixty (60) days, a third invoice will be sent and the member contact and/or their accounts payable department will be personally contacted asking for payment. The Director of Member Relations will notify the Treasurer of all Member Companies who are ninety (90) days past due. Every effort should be made by Association personnel to collect the past due receivable before a final notice is sent. The Treasurer shall notify the Board at each Board of Trustee meeting of any past due accounts receivable to give Trustees the opportunity to reach out and contact the member for payment. If the member's dues remain unpaid, their membership will be allowed to lapse. No later than the October Trustee meeting, or the first Trustee meeting after the September 30th fiscal year end, all lapsed members will be reviewed by the Trustees for a vote to write off the past due account. All lapsed members will be removed from the website and membership list.

New members admitted shall pay the full dues amount if joining prior to July 1st of each year. For new members joining after July 1st of each year, the member will pay prorated dues based on the number of months they will be a member. The next invoicing cycle, the member company will be billed for the full amount.

Section 4. Changes to Dues.

Dues for Corporate Members may be changed upon the affirmative vote of three-fourths (3/4) of the Trustees and ratification by a majority vote of all Corporate Delegates. Dues of Associate Members, Midstream Members or Affiliate Members may be raised or lowered by the Board of Trustees at any time.

Section 5. Special Assessments.

Special assessments for projects approved by an affirmative vote of three-fourths (3/4) of the Trustees may be levied against Corporate Members and shall be applied proportionally. Upon voting for such special assessment, the Board of Trustees shall adopt a resolution stating the purpose for which the assessment is required and the due date for payment thereof. Each Corporate Member shall pay, as its portion of the assessment, an amount equal to the total assessment multiplied by a fraction equal to the Corporate Member's annual dues divided by the total annual dues paid by all Corporate Members. Special assessments shall require a majority affirmative vote of all Corporate Delegates. Voting on special assessments may be conducted at annual or special meetings of the Association if a majority of the Corporate Delegates is present, or may be done by proxy.

Upon ratification of a special assessment by the Corporate Members, the Board of Trustees shall adopt a resolution declaring it approved, levying it against Corporate Members and authorizing the expenditure of funds for the stated purpose. In the event that the assessment has not been paid by a member within sixty (60) days of the due date, the matter shall be referred to the Board of Trustees for appropriate action, including, but not limited to, suspension or expulsion of the non-paying member(s).

ARTICLE IV BOARD OF TRUSTEES

Section 1. Number and Term.

The business of the Association shall be managed by a Board of Trustees consisting of a maximum of twenty one (21) voting members, fifteen (15) of whom shall be elected and up to six (6) of whom shall be appointed, all as provided herein. The elected members of the Board of Trustees shall serve staggered terms of three (3) years, with five (5) Trustees being elected each year according to the procedure set forth in these Regulations.

Section 2. Election of the Elected Trustees.

Sixty (60) days before the Association's annual meeting, the Chair shall appoint a nominating committee as defined in Section 6(c) of this Article IV. The nominating committee shall receive recommendations from the membership and nominate five (5) candidates for the Board of Trustees.

Prior to the annual meeting, the nominating committee shall direct the Secretary to distribute to all Corporate Delegates the list of nominees, and at the annual meeting, the nominating committee shall place the list in nomination. Nominations for Trustees may also be made by a motion from the floor, which shall be seconded, to be official and qualify for the ballot.

At the annual meeting, the President shall request the nominating committee members to collect, count and tabulate the anonymous ballots, which shall have been prepared by the Secretary. After making its report, the nominating committee may make the ballots and tabulations available for inspection.

Election shall be by a majority of the votes cast by delegates for each Trustee. In case of a tie vote the delegates shall vote again. In the second vote, the ballot shall only contain the names of the nominees who are tied and all other nominee's names shall be removed. The purpose of the second vote is to break the tie. If the second round of voting results in another tie the outgoing Chair shall decide how the tie is to be broken.

Section 3. Appointed Trustees-at-Large.

The up to six (6) appointed Trustees shall be designated Trustees-at-Large and shall be appointed by the Chair and shall serve at his or her pleasure. The Trustees-at-Large may represent Midstream Members, Associate Members, and Affiliate Members. The terms of each of the appointed trustees shall expire at the end of the Chair's term unless such term is sooner terminated. No more than three (3) of the up to six (6) appointed members of the Board of Trustees may be the individuals elected by the Midstream Members, Associate Members and/or the Affiliate Members to represent their respective membership categories and nominated to serve in the Trustee-at-Large capacity. These nominations may be accepted by the Chair at his or her discretion. Trustees-at-Large who are Midstream Members, Associate Members, and/or Affiliate Members shall be entitled to vote as members of the Board of Trustees.

Section 4. Vacancies.

All vacancies on the Board of Trustees, whether caused by resignation, death or removal of any trustees, may be filled by a majority vote of the remaining trustees. A trustee thus elected to fill any vacancy shall hold office for the unexpired term of such trustee's predecessor.

Section 5. Quorum; Majority.

A majority of the current number of trustees provided for in these Regulations shall constitute a quorum. The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by statute.

Section 6. Committees.

The Board of Trustees shall create committees as set forth in this Section. Any committee, other than the Executive Committee, may include, as advisors, individuals who are not trustees.

(a) Executive Committee. The Executive Committee shall consist of the Chair, who shall also be the Chair of the Executive Committee, the Vice Chair, the Deputy Chair and the most immediate two (2) past individuals who served as Chair. In the event a past Chair cannot serve, a trustee shall be appointed by the Board of Trustees to serve in that position. The Association Secretary shall serve as the Secretary to the Executive Committee.

The Executive Committee shall conduct the business of the Association in the intervals between meetings of the trustees and shall be subject to the control and direction of the trustees. A quorum of the Executive Committee is required to conduct business requiring a vote. Meetings of the Executive Committee may be held in person or through any electronic communication equipment available, and participation in a communications facilitated meeting shall constitute presence at such meeting. The Executive Committee may act by a majority of its members.

The Association Chair and President, in collaboration with all member company representatives who contribute to the Outside Lobbyist Services fees in accordance with Section 3.2(iv), shall be empowered to negotiate and approve any contract with Outside Lobbyist Services. Prior to the annual December Member Dues billing, outside Lobbyist fees and services will be reviewed, revised if necessary, and approved for the upcoming year. Member companies making higher level contributions toward this fee will lead the contract review and approval process.

The Executive Committee shall be empowered to handle personnel matters including, but not limited to, the establishment of performance standards, evaluations and compensation issues in conjunction with recommendations of the Personnel Committee. The Board of Trustees shall have the sole responsibility to hire or dismiss any individual from the employ of the Association.

Any action or authorization by the Executive Committee within the authority delegated to it shall be as effective for all purposes as an act or authorization of the Board of Trustees except where otherwise stated. The Executive Committee shall report all actions or authorizations it has taken to the Board of Trustees.

A meeting of the Executive Committee may be called by the Chair. The Secretary shall provide notice of the time and place of each Executive Committee meeting. Minutes of any meeting shall be distributed to each member of the Board of Trustees.

If a member of the Executive Committee is unable to attend any meeting of the Executive Committee, that member may designate another Trustee as an alternate member to act in the absence of the regular member for the purpose of that meeting, which alternate member shall have the same vote as the regular member. The alternate member must be a current trustee in good standing of the Association who is not a member of the Executive Committee. A trustee in good standing is one who is current in their membership dues, fees, and assessments. Notice of the appointment of an alternate member must be given to the President, Secretary or Chair prior to the day of the meeting that the alternate Trustee has been appointed to attend.

(b) Personnel Committee. The Executive Committee shall appoint a Personnel Committee, which shall be composed of the Chair, the immediate past Chair, two (2) Trustees appointed by the Board of Trustees who are not members of the Executive Committee, and the Vice Chair. The Personnel Committee shall make recommendations to the Executive Committee regarding personnel matters including, but not limited to, the establishment of performance standards, evaluations and compensation issues of the salaried employees.

The Personnel Committee shall be responsible for the following duties:

- Maintain documents detailing the role committees' Trustee sponsors and chairs as well as various elected positions established by the Association;
- Maintain job descriptions for all staff;
- Participate in goal setting and performance reviews;
- Recommend compensation adjustments and bonuses for staff subject to Board of Trustees approval at the close of each calendar year;
- Perform regular pay studies for staff;
- Participate in hiring activities;
- Regular review of Association policies in accordance with Article XIII; and
- Participate in the review of Bylaws in accordance with Article XIII.

When a new Chair is selected, he or she shall be responsible for communicating the performance expectations for the coming year to the staff of the Association. The immediate past Chair shall be responsible for communicating the compensation decisions of the Executive Committee and to provide performance feedback to the staff as soon as is practical after the end of that Chair's term.

(c) Nominating Committee. The Chair shall appoint a Nominating Committee of no less than two (2) and no more than three (3) delegates who may or may not be members of the Board of Trustees. The Nominating Committee shall assist with the election of members of the Board of Trustees and the officers of the Association.

(d) Scholarship Board of Directors. The Chair shall appoint no less than two and no more than three corporate delegates to serve as Directors of The OGA Scholarship Foundation or appoint existing Directors to continue in their roles.

The Scholarship Board of Director shall be responsible for the following duties:

- Plan for and ensure profitability of fundraising events to fund scholarships;
- Set the maximum amount of scholarship dollars that can be awarded;
- Screen and select scholarship recipients based on criteria established by the Personnel Committee; and
- Any other duties established by the Personnel Committee from time to time.

(e) Audit Committee. The Chair will appoint an Audit Committee of no less than two (2) Trustees who will collaborate with Association staff and the Treasurer to audit both the Association and The OGA Scholarship Foundation financial statements at the close of each fiscal year. At the close of each calendar year, the Audit Committee will present a financial report to the Board of Trustees.

(f) Other Committees. The Board of Trustees may create other committees at any time as required.

Section 7. Trustee Meetings; Notice.

An organizational meeting of the Board of Trustees to elect officers and conduct other business may be held, without notice, immediately following each annual meeting of the members of the Association, or at such alternative time as may be provided in a notice of meeting. Other meetings of the Board of Trustees may be held at any time on the call of the Chair, the President, any other Officer or any two (2) trustees. Notice of any such meeting shall be given not less than two (2) days prior to the day of the meeting. The notice shall state the time and place and purpose of the meeting. If the Secretary fails or refuses to give such notice promptly, the notice may be given by the person(s) who called the meeting.

Section 8. Alternate Trustees.

If a trustee is unable to attend any meeting of the Association, that trustee may designate another individual as an alternate to act in the absence of the trustee for the purpose of that meeting, which alternate trustee shall have the same vote as the elected trustee. The alternate trustee must be of the same membership class for an Associate, Midstream or Affiliate member. Notice of the appointment of an alternate trustee must be given to the President, Secretary, or Chair prior to the day of the meeting that the alternate trustee has been appointed to attend. If an Executive Board Member is unable to attend an Executive Meeting, the alternative must be another member of the Board of Trustees.

Section 9. Disqualification.

If any trustee fails to attend or provide an alternate for at least fifty percent (50%) of the meetings of the Board of Trustees in any single year, such trustee may, at the discretion of the Board of Trustees, be removed from the Board of Trustees.

Section 10. Electronic Meetings.

Meetings of the Board of Trustees may be held in person or through any electronic communication equipment available, and participation in a communications facilitated meeting shall constitute presence at such meeting.

ARTICLE V OFFICERS AND EMPLOYEES

Section 1. Officers of the Association.

The elected officers of the Association shall be a Chair, Vice Chair and Deputy Chair, all of whom shall also be trustees, a Secretary and a Treasurer and such other officers or assistant officers as the trustees may from time to time determine. The officers shall be elected by the Board of Trustees, who shall also have the power to fill any vacancy. The officers shall be elected by the Board of Trustees immediately following the annual meeting of the Corporate Delegates, and shall hold office for a term of one year and until such officer's successor is duly elected.

There shall also be a President who shall be appointed by the Board of Trustees and shall serve at the pleasure of the Board of Trustees. The Secretary of the Board may be filled by the Director of Member Relations.

Section 2. Powers and Duties.

Subject to such limitations as the trustees may from time to time prescribe, the officers shall have the powers and perform the duties as generally pertain to their respective offices and such further powers and duties as may be assigned from time to time by the Board of Trustees, including, but not limited to, those set forth below.

(a) Chair. The Chair shall be the principal officer of the Association and shall preside at meetings of the Association, the Board of Trustees and the Executive Committee. The Chair shall have primary responsibility for all affairs of the Association and to promote its welfare. The Chair also shall perform such other duties as are necessarily incident to the office of Chair or as may be prescribed by the Board of Trustees.

(b) Vice Chair and Deputy Chair. The Vice Chair and Deputy Chair may, in the order of their designation, be delegated the Chair's duties in the event of his or her temporary disability or absence from meetings. The Vice Chair and Deputy Chair shall have such other duties as the Chair or the Board of Trustees may assign from time to time.

(c) President. The President shall have primary responsibility for the financial records and the day-to-day operations of the Association and to promote its welfare. The President shall perform duties under the direction of the Board of Trustees.

(d) Treasurer. The Treasurer shall oversee the fiscal affairs of the Association, unless otherwise stated in this section. The Treasurer shall review financial records and accounts, render a report of the financial status of the Association at the close of the fiscal year, and make such other financial reports as are requested by the Board of Trustees. The Treasurer shall provide third party verification of the state of the Association's financial condition. At no time shall the office of Treasurer be held by the President or Secretary. This office of Treasurer must be filled by a trustee and appointed by the Board of Trustees. The Treasurer shall be responsible for the following duties:

- Utilize QuickBooks with access to Association QuickBooks to review transactions as necessary;
- Collaborate with the Audit Committee to complete audits of the Association and the OGA Scholarship Fund after bank statements are reconciled for fiscal year ending September 30th;
- Work with Association staff on best financial practices and oversee that they perform necessary duties as related to financial best practices;
- Report to the Board of Trustees and the Executive Committee as needed;
- Review and approve Form 990s before they are filed, and share the 990 filings with the Board of Trustees;
- Oversee and communicate with CPA;
- Collaborate with President on Budget Projections
- Review financials and present at the Board of Trustee meetings, including:
 - Aging Accounts Receivable
 - Current Balance Sheet as Compared to previous year
 - Current Income Statement as Compared to previous year
 - Expenses paid since previous Board of Trustee meeting
 - Balance sheets with 5-year history (October, December and upon request)
 - Income statement with 5-year history (October, December and upon request)

(e) Secretary. The Secretary shall keep a record of all proceedings of the Association, attest documents and perform such other duties as are usual for such office or as may be duly assigned to this office. It also shall be the Secretary's duties to give notice of and attend all meetings and conduct the general correspondence of the Association.

Section 3. Salaried Employees.

The Board of Trustees may employ any assistance as is deemed necessary for the proper conduct of the Association's business. Salaried employees shall perform the day-to-day activities of the Association, under the direction of the Board of Trustees, and will report to the Board of Trustees. Salaried employees shall include but are not limited to the President, Director of Member Relations, Secretary and all administrative support personnel who report to the President. Salaried Employees will have individual goals, incentives, and reviews each year.

ARTICLE VI CORPORATE DELEGATE MEETINGS

Section 1. Annual Meeting.

The Association shall hold an annual meeting of the Corporate Delegates for the election of trustees, receiving annual reports and the transaction of other business. The annual meeting shall be held between June 1 and November 1 of each year, with the time and place of such meeting being approved by the Board of Trustees. All members shall be given notice thereof at least ten (10) business days in advance of the date of the meeting.

Section 2. Special Meetings.

Special meetings of the Corporate Delegates may be called (i) by the Chair with the concurrence of a majority of the Board of Trustees, or (ii) upon the request of at least one-third of the corporate delegates. Except for special meetings called at the request of delegates, the Chair shall call such special meetings at a time and place that he or she may choose, giving notice at least five (5) business days in advance of the date of the meeting. No business shall be transacted at a special meeting except that purpose for which it was called.

Section 3. Notice.

Notice delivered personally, in writing or by any other electronic means to each corporate delegate's address as shown on the Association's records shall constitute proper notice of annual or special meetings. Notice of a special meeting shall state the purpose for which such special meeting is called.

Section 4. Quorum; Majority.

Except where otherwise required by the Association's Articles of Incorporation or these Regulations, a majority of delegates shall be sufficient to constitute a quorum at meetings of the Association. A majority of those delegates present and voting shall be sufficient to resolve any question.

ARTICLE VII FINANCES AND BUDGET

No later than the first Board of Trustee meeting of each fiscal year, the Executive Committee shall recommend to the Board of Trustees a budget for that fiscal year for adoption. The budget shall tabulate anticipated revenues from dues and other sources, and anticipated expenditures. No obligation shall be incurred, and no expenditure made, which shall have the effect of increasing the aggregate of expenditures and current obligations of the Association during any fiscal year unless approved by the Board of Trustees.

ARTICLE VIII AMENDMENTS TO ARTICLES AND REGULATIONS**Section 1. Amendments to Articles.**

The Association's Articles of Incorporation may be amended by the affirmative vote of three-fourths (3/4) of the trustees and ratification by a majority vote of all Corporate Delegates.

Section 2. Amendments to Regulations.

These Regulations may be amended by the affirmative vote of three-fourths (3/4) of the trustees and ratification by a majority vote of all Corporate Delegates.

ARTICLE IX ORDER OF BUSINESS

The order of business at any meeting of the members of the Association or meeting of the Board of Trustees shall be determined by the Board of Trustees, and at any meeting of the Executive Committee shall be determined by the Executive Committee. Unless otherwise prescribed by the Chair, the proceedings shall be governed by Roberts' Rules of Order.

ARTICLE X INDEMNIFICATION**Section 1. Indemnification.**

The Association will indemnify any trustee, director, officer, or committee member of the Association, to the fullest extent provided by, or permissible under Section 1702.12 of the Ohio Revised Code, against expenses (including attorney's fees), judgments, decrees, fines, penalties, amounts paid in settlement, and other liabilities in connection with the defense of any pending or threatened action, suit, or proceeding whether criminal, civil, administrative, or investigative, to which such person is or could reasonably expect to be made a party, provided:

(a) that such person was not guilty of willful or wanton misconduct in the performance of their duty to the Association;

(b) that such person acted in good faith in what they reasonably believed to be the best interests of the Association; and

(c) that, in any matter the subject of a criminal action, suit, or proceeding, such person had no reasonable cause to believe that their conduct was unlawful.

(d) The determination as to (a), (b), and (c) above shall be made:

(i) by a majority vote of a quorum of the Board of Trustees consisting of said Trustees who are not or were not parties to or threatened with such action, suit, or proceeding; or

(ii) if such quorum is not available, or even if obtainable, if a majority of such quorum of disinterested Trustees so directs, by a written opinion of independent legal counsel to whom the matter may be referred by a majority of Trustees. Any independent legal counsel or firm associated with the attorney shall not have performed the services for the Association or any person to be indemnified in the last five (5) years.

The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or plea of guilty or nolo contendere shall not create a presumption that such person did not meet the standards of conduct set forth in this Article.

To the extent that any such person has been successful on the merits, on a procedural basis or otherwise, with respect to any such action, suit, or proceeding, or in the defense of any claim, issue, or matter therein, such person shall be indemnified against expenses, including reasonable attorney's fees, incurred in connection therewith regardless of the determination specified in this Article X, Section 1(d).

Irrespective of the provisions of this Article, the Board of Trustees at any time or from time to time, may approve the indemnification of Trustees and officers or other persons to the full extent permitted by the provisions of the Ohio General Nonprofit Corporation law at the time in effect, whether on account of past or future transactions.

The Association is hereby specifically authorized to take any and all further action to effectuate any indemnification of any person which any Ohio corporation may have the power to take, by any vote of the disinterested Trustees, by any agreement, or otherwise. This Section 5.1 will be interpreted to expand such power to indemnify to the maximum extent permissible to any Ohio corporation with regard to the particular facts of each case, and not in any way to limit any statutory or other power to indemnify or right of any individual to indemnification.

If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effect of the remaining provisions of this Article shall not be affected.

ARTICLE XI FISCALYEAR

The Association's fiscal year shall be October 1 through September 30.

ARTICLE XII EXPULSION AND WITHDRAWAL

Section 1. Suspension; Expulsion.

Members may be suspended or expelled by a majority vote of the Board of Trustees, provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member and/or its delegate, if applicable, at least fifteen (15) days before final action is taken thereon, and an opportunity to be heard shall have been given. Upon expulsion of a member, a refund of dues and fees shall be made in a prorated amount equal to one-twelfth (1/12) of the annual fee paid for each remaining month in the calendar year, without giving effect to any partial months.

Section 2. Withdrawal.

Members may withdraw from the Association at any time by giving written, electronic, or verbal notice to the Association. The member shall be liable for payment to the Association of that part of all dues and fees that shall have become payable prior to the date of the withdrawal. No refund of dues or fees shall be made upon withdrawal.

ARTICLE XIII POLICIES

To protect the Association's interests, the Board of Trustees has adopted the following policies: a Code of Conduct Policy, a Conflict of Interest Policy, an Antitrust Policy, an Expense Reimbursement Policy, and a Cash Management and Banking Procedures Policy. Copies of each policy are on file with the Association. Each policy shall be reviewed by the Board of Trustees and the Personnel Committee on, at minimum, a bi-annual basis and revised as needed. Each member shall execute an acknowledgement which provides that the member (1) has received a copy of each policy and master list of all Association policies; (2) agrees to abide by each policy; and (3) agrees to contact the Board of Trustees in the event the member reasonably believes a violation of any Policy has occurred.