

**CUYAHOGA VALLEY  
CHAMBER OF COMMERCE, INC.**

**CODE OF REGULATIONS**

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## CODE OF REGULATIONS

1) NAME

The name of the corporation shall be CUYAHOGA VALLEY CHAMBER OF COMMERCE, INC. (hereinafter also referred to as the “Chamber”).

2) PRINICIPAL OFFICE

The place in Ohio where the principal office of the corporation is to be located at 6001 Rockside Road, Independence, Cuyahoga County, Ohio. The principal office of the corporation may be moved from time to time at the discretion of the Board of Trustees.

3) PURPOSE

The purpose for which the Chamber is formed is to serve the ethical business interests of its members and to promote the ethical pursuit of the commerce in general. The Chamber, in its membership and activities, shall be non-partisan and non-sectarian. **The business of the Chamber is business.**

The Cuyahoga Valley Chamber of Commerce’s mission is to build and strengthen relationships among businesses and the communities in and around the Cuyahoga Valley region by:

Promoting economic development initiatives that cultivate a business climate that creates jobs, strengthens investment, and embraces technology to improve the economic prosperity of the region.

Serving, representing, and enhancing business growth and success in the Cuyahoga Valley region by providing opportunities for businesses to advocate, grow, learn, and network.

Utilizing our pool of emerging, talented and diverse leaders to drive regional commerce and collaboration to make the Cuyahoga Valley region a better place to live, learn, work, and play.

The area and economic region shall include the communities of: Brooklyn Heights, Cuyahoga Heights, Independence, Seven Hills, Valley View, and Walton Hills in Cuyahoga County, of the State of Ohio.

4) LIMITATIONS

The Cuyahoga Valley Chamber of Commerce shall be non-profit, nonpartisan, and nonsectarian. The Chamber shall observe all local, state, and federal laws that apply to a non-profit organization including those defined in Section 501 C (6) of the Internal Revenue Code and Chapter 1702 of the Ohio Revised Code.

5) POWERS REGARDING PROPERTY

The Chamber may acquire, take by gift, purchase, devise or bequest, real and personal property for purposes appropriate in the exercise of its powers, and may lease, mortgage and dispose of real and personal property including the right to take, hold, and dispose of shares of stock in other corporations.

6) TERM OF ORGANIZATION

The Chamber shall continue, unless dissolved by three-fourths vote after all of its members have received notification of the proposed dissolution at least 30 days prior to the vote on dissolution, or by act of the General Assembly, or by operation of law.

In the event of dissolution of the Chamber and after providing for the payment of the obligations of the Chamber all of the remaining assets of the Chamber shall be distributed to the current members of the Chamber equally (per capita) or, if by majority vote of the membership after the members have received notification of the proposed dissolution and the proposed distribution of assets of the Chamber at least 30 days prior to the vote of the Chamber may elect to donate any remaining assets to any not-for-profit organization designated as such under section 501 of the Internal Revenue Code and the laws of the State of Ohio.

7) MEMBERSHIP

a) Eligibility

Any person, association, corporation, partnership, legal entity or estate having interests in common with the Chamber may apply for membership in the Chamber.

b) Application for membership

i) Applicants for membership shall make application in writing or electronically in forms provided by the Chamber.

ii) For each full increment of dues paid by a firm or legal entity, that firm or legal entity may assign an individual and an alternate to a membership in the Chamber as a representative of that firm or legal entity, however, all the employees of said member shall be eligible to attend Chamber functions at member rates. The member's designation of individual or alternate may be changed at the request of the member with reasonable notice give to the Chamber.

c) Membership Fees

i) The membership fees for members of the Chamber shall be in accordance with the current dues schedule at the time the payment is due, or at the time of approval of the Membership Application, said dues structure to be reviewed and approved periodically by the Board of Trustees.

- ii) Payment of Dues
  - (1) Dues are payable in advance annually on a date or time certain set by the Board of Trustees.
  - (2) Renewal memberships shall not be prorated and renewals are due on a date or time certain set by the Board of Trustees. Dues are not refundable for any reason.
  - (3) New member rates may, at the discretion of the Board of Trustees, may be prorated during the first year of membership only to coincide with any annual chamber wide dues payment cycle.
  
- d) Privileges of Membership
  - i) Voting Rights
    - (1) Voting shall be members only (only one vote per member).
    - (2) Each designated member or his/her representative, or his/her designated alternate, in good standing shall exercise the member's single vote.
    - (3) Liaisons from the constituent municipalities shall have the right to participate in Chamber discussions and deliberations, but shall not have voting privileges.
  
- e) Termination of Membership
  - i) Membership in the Chamber may be terminated at the direction of the Board of Trustees in the following events:
    - (1) Written resignation submitted by a member.
    - (2) Failure to pay dues within a period determined and approved by the Board of Trustees.
    - (3) For conduct unbecoming a member, after thirty (30) days written notice and an opportunity for a hearing by the Board of Trustees, and following a majority vote of the Board of Trustees.
  - ii) Terminated members may not be reinstated nor be accepted as a new member for any reason during the first calendar year immediately following its termination without paying that year's entire membership dues.
  
- 8) GOVERNMENT OF THE CHAMBER
  - a) Board of Trustees
    - i) The authority and control of the activities of the Chamber shall be vested in a Board of Trustees consisting of at least nine (9) elected members and no more than 21 (twenty-one), one-third to be elected annually for terms of three (3) years ending upon the election and seating of new members to each member's respective seat, as hereinafter provided. The Board of Trustees, by simple majority vote, shall be the final determination to increase/decrease the number of Trustees, but shall not reduce the Board membership

to less than nine (9) members not increase it to more than twenty-one (21) members. The Board shall be divided into three (3) classes of directors, with roughly a third of the Board having expiring terms each year.

- ii) The Board of Trustees shall be authorized to adopt such rules and regulations and may be found advisable for the government of the Board, the proper conduct of the business of the Chamber, and the guidance of all committees, officers, and employees; and generally, the Board shall be empowered to do whatever in its judgment may be calculated to increase the efficiency and add to the usefulness of the Chamber and to carry out the main purpose of the Chamber provided that such action shall not be in conflict with these provisions.
- iii) Each year, new Board members shall be nominated and elected in accordance with the following procedures:
  - (1) At least two months prior to the Annual Meeting, the President of the Board, with the approval of the Board, shall direct the Nominating Committee to place in nomination a slate of the candidates for each of the vacancies that will occur in the following year.
  - (2) At least one month prior to the annual meeting, the Nominating Committee shall submit a list of nominees to the Board of Trustees for approval prior to their placement on the ballot.
  - (3) One ballot listing all nominees with write-in provision for each vacancy shall be mailed to all members of the Chamber in good standing no later than two weeks prior to the annual meeting.
  - (4) Nominations may be made from the floor, with consent of the nominee, at the Annual Meeting.
  - (5) Voting shall be by official ballot only, except that if there is not a contested election, the vote may be taken by voice vote at the annual meeting.
  - (6) Any voted ballots received at the Chamber office on or before the Annual Meeting shall be accepted and counted. Election will be held at the Annual Meeting.
  - (7) Those candidates with the highest number of votes for each vacancy shall be declared elected for the next three (3) year term commencing the first of the month immediately following the annual meeting. In the event of a tie vote for the last vacancy, the decision shall be made by the Nominating Committee.
  - (8) All members of the Chamber shall be notified by regular mail or email as soon as possible in February of the new and carry-over members of the Board of Trustees.

- iv) There shall be at least nine (9) regularly scheduled meetings of the Board of Trustees per year. A special meeting (any meeting other than a regularly scheduled meeting) may be called by the President or by any two (2) officers or by one-third (1/3) of the members of the Board of Trustees. All meeting that include agenda items to be voted upon with require ten (10) days written or electronic notice to all Trustees. Written or electronic proxy vote authority shall be allowed and accepted at all meetings.
- v) The President with approval of the Board of Trustees may fill vacancies that may occur to the Board of Trustees or to the Executive Committee by an appointment of a member for the remainder of the unexpired term. The President may delegate this authority to the Nominating Committee.
- vi) Three un-excused absences of a Trustee from the Board or committee meetings within a one year of time, without valid reasons, may be construed as a resignation from the Board or such committee and the Board may declare a vacancy to exist.
- vii) At any Board of Trustees meeting, the presence of five (5) or more members of the Board of Trustees shall constitute a quorum and the decision of a simple majority there of shall prevail.
- vii) Ex-Officio members of the Board may be elected by the Board of Trustees when and if the need arises.
  - (1) The Board of Trustees may, by majority vote, elect an Ex-Officio member of the Board.
  - (2) An Ex-Officio Director's term of office shall be one (1) calendar year. The succeeding Board, however, may re-elect an Ex-Officio member.
  - (3) Ex-Officio Trustees shall not be eligible to vote.
  - (4) A single liaison may be appointed by each of the constituent municipalities of the Chamber to represent that municipality's interests, but such appointment and membership shall be subject to the terms of this section regarding Ex-Officio members of the Board.

b) Officers

- i) Within thirty (30) days after the election of the new Board of Trustees, they shall meet and elect from the new Board a President, Vice President, Treasurer and Secretary. A "President Elect", may also be elected, and if so chosen, that President Elect shall be named President for the term following that of the newly elected President. The Vice President may be designated as President Elect. The Immediate Past President shall automatically server as an officer of the Board until the current President's incumbency expires.

- ii) The term of office for each officer shall normally begin one month after the election of the officer to his/her office and be for one (1) year, or until their successors have been duly elected and qualified.
- iii) The offices of President and Vice President may be held for not more than two (2) successive terms.
- iv) The offices of Treasurer or Secretary may be held through successive terms.
- v) The President shall preside at all regular meetings of the Chamber, at all the Board of Trustees' meetings and all special meetings except in those instances where a Board meeting is called by two (2) officers other than the President or by one-third (1/3) of the members of the Board of Trustees, or upon petition signed by not less than twenty-five percent (25%) of the members in good standing. The President shall perform all duties incident to the office as required by law and indicated by his/her title. The President shall, subject to the approval of the Board, appoint all temporary committees and shall be Ex-Officio member of such committees. The President shall be President of the Executive Committee. In the event that the President is unable to perform his/her duties due to the disability or the inability to attend a meeting, the Vice President (or alternately, the "President Elect", if any) shall assume the duties normally performed by the President. The President shall preside at any special Board of Trustees meeting unless a majority of the Board shall choose to elect another member to preside at that special meeting.
- vi) The Treasurer shall be responsible for the safeguarding of all funds received by the Chamber and for its disbursement. Such funds shall be kept on deposit in financial instruction(s) approved by the Board of Directors. All checks shall be signed by one (1) either the President or Treasurer, with the exception that all checks in excess of one thousand dollars (\$1000) shall be signed by two of the aforesaid designees. The Treasurer shall submit a monthly financial report to the Board of Trustees. The monthly financial statement shall segregate any funds and expenses allocated by the Board of Trustees to the Scholarship fund (or any other charitable purpose). The Treasurer shall be a member of the Financial Committee or such committee as prepares the annual budget.
- vii) An Executive Director and other paid staff positions may be hired by the Board of Trustees to promote the Chamber and to handle the daily operations for the Chamber within the policies and procedures set forth by the Code of Regulations and the Board of Trustees. The Executive Director may sit on any board or Chamber meeting but will be entitled to have a vote on any matter. Payment of non-budgeted obligations of the Chamber in amounts not exceeding Two Hundred and Fifty Dollars (\$250) shall be paid, if found to be in order, by the Executive Director of the chamber,



upon his/her own initiative, from funds collected for the chamber, with consultation and authorization from the President or the President's designee.

- viii) Duties of the Secretary shall include, but not be limited to, taking minutes of the meetings, issuing prepared minutes and meeting notices to both the Members of the Chamber of the Board of Trustees, maintaining Chamber records and photographs and office supplies and other routine office duties necessary to conduct the business requirements of the chamber. Any or all these duties may be assigned or delegated to the Executive Director or any other such person as directed by the Board of Trustees.
- ix) Officers of the Board of Trustees shall serve without compensation.

c) Committees

The Board of Trustees, shall be empowered to appoint such other standing or special committees as may be deemed necessary for the conduct of affairs and accomplishments of the objectives of the Chamber, subject to approval by the majority of the Board.

d) Indemnification of Officers, Executive Director, Employees, Agents and members of the Board of Trustees.

- i) The Chamber hereby agrees to indemnify and hold harmless any Officer of the Chamber, Member of the Board of Trustees, Employee, Agent and the Chief Executive Director of the Chamber, 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 by reason of the fact that such person is or was a trustee, officer, employee, agent, or volunteer of the Chamber. Any of the aforementioned individuals shall be held harmless against expenses, including judgments, attorney fees, fines, and amounts paid in settlements actually and reasonably incurred in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in the best interest of the Chamber and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in the best interest of the Chamber, and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that his or her conduct was unlawful. Upon the request of the person being indemnified, those expenses shall be paid as they

- are incurred, in advance of the final disposition of the action, suite or proceeding.
- ii) Notwithstanding the foregoing, the expenses incurred by such person in defending such an action, suit or proceeding, shall not be paid by the Chamber upon the final disposition of the action, suit or proceeding, or, if paid in advance of the final disposition, shall be repaid to the Chamber by such person, if it is proved, by clear and convincing evidence, in a court with jurisdiction that the act or omission of such person was one undertaken with a deliberate intent to cause injury to the Chamber or was one undertaken with a reckless disregard for the best interests of the Chamber.
  - iii) The Chamber may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance for, or on behalf of, any person who is or was serving at the request of the Chamber as a trustee, director, officer, employee, executive director, agent, or volunteer of the Chamber.
  - iv) The Chamber specifically does not agree to indemnify or hold harmless any individual who is, has been or is entitled to be, indemnified or held harmless by any other third party, including, but not limited to, any insurer. The Chamber specifically does not agree to indemnify or hold harmless any individual if such claim for indemnification is presented by any third party by way of subrogation.
  - v) As used herein, the Chamber includes corporations and associations, including all predecessor and successor legal entities that are constituent corporations of the Chamber, and whether included by merger or consolidation, these include, but are not limited to the Independence Chamber or Commerce and the Cuyahoga Valley Business Association. These do not include individual members of the Chamber in their individual or corporate capacities. This shall be construed to mean that any person who is or was a trustee, officer, employee, agent, or volunteer of a constituent corporation of the Chamber shall stand in the same position with respect to the Chamber as the person would if that person served the Chamber in the same capacity.
- e) Special Elections and Referenda
- i) Voting procedures on matters other than the election of officers and Trustees shall be determined by the Board of Trustees.
  - ii) Referenda
    - (1) Upon written request of twenty-five percent (25%) of the members in good standing, the Board of Trustees shall, or upon its own initiative, submit a question of general importance by mail to the membership for a referendum vote.

- (2) The Board of Trustees shall determine the mechanics and methods of balloting on these issues, as well as counting of the ballots.
- f) Code of Regulations of the Chamber
  - i) The government and operation of the Chamber shall be conducted in accordance with this Code of Regulations and the Articles of Incorporation. The Board of Trustees shall review the Code of Regulations for current relevancy and modification as required and at least every two (2) years.
  - ii) All modifications to the existing Code of Regulations shall require approval of the membership of the Chamber in accordance to the provisions contained in Section 10 of this Code of Regulations.
- g) Parliamentary Procedures
  - i) The proceedings of all meetings of the Chamber, the Board of Trustees or any committee shall be conducted according to the procedures established by the President or other individual acting as President of that meeting. In the event that a majority of the members in attendance at the meeting object to such procedures, then any such meeting shall be governed and conducted in accordance with the latest edition of Robert's Rules of Order.
- 9) FINANCES AND FUNDS
  - a) General

It shall be the responsibility of the Board of Trustees to establish and maintain a General Operating Expense account and such other Special Accounts as deemed necessary. Special Accounts may be established, maintained and designated for a specific purpose.
  - b) Receipts – Membership Dues

Dues assessment shall be at current rates approved by the Board as set forth, and shall be deposited upon receipt, subject to disbursement as hereafter provided.
  - c) Receipts – Other Income
    - i) Income from all sources shall be deposited with all other funds of the Chamber except when those funds are designated by the Board of Trustees to be deposited into specific Special Fund Accounts with all disbursements as hereafter provided.
  - d) Billing and Collection

Billing and collection of accounts will be performed by the Chamber at the direction of the Executive Director or other individual designated by the Board of Trustees.

- e) Disbursements
  - i) The annual budget shall be prepared by the Treasurer (or by a Finance Committee chaired by the Treasurer) of the chamber and submitted to the Board of Trustees for approval prior to the May Board of Trustee's Meeting. The Board of Trustees shall consider this budget for final approval at their June Board Meeting.
  - ii) Disbursements from specific Special Fund Accounts shall only be made with approval of the Board of Trustees and only when those disbursements are consistent with the purpose and intent of that individual Special Fund Account.
  
- f) Annual Budget
  - i) The annual budget shall be prepared by the Treasurer (or by a Finance Committee chaired by the Treasurer) of the Chamber and submitted to the Board of Trustees for approval prior to the may Board of Trustee's Meeting. The Board of Trustees shall consider this budget for final approval at their June Board Meeting.
    - (1) The annual expenses projected in the budget shall be based upon sound accounting practices and shall take into consideration factors including, but not limited to, past revenues, anticipated revenues and the total amount of current pledges to the Chamber at the time the budge is submitted to the Board.
    - (2) In addition, the projected expenses may include additional expected income, which the Chamber will provide on its own initiative and efforts.
    - (3) Budgeted expenses shall not exceed income reasonably expected to be received by the Chamber.
    - (4) The Treasurer (or Finance Committee chaired by the Treasurer) shall set aside certain other income each year, for the deposit into Special Accounts as directed and approved by the Board of Trustees.
    - (5) Changes or additions to budgeted items shall be approved by the Board of Trustees.
  
- g) Fiscal year

The Fiscal Year shall run from July 1 through June 30.
  
- h) Doing Business With Member and Non-member vendors
  - i) The Chamber shall be permitted to enter into contracts for goods and/or services from Member and Non-member vendors. Member vendors shall be given preference in this matter over non-member vendors when the proffered goods and services are of equal cost to the Chamber. All acquisition of goods and services by the Chamber shall be open to competitive bidding to assure the Chamber is able to obtain those goods and/or services at the cost

most favorably available to the Chamber. All Bids or quotes for goods or services shall be stated in a dollar value and any bid or quote for goods and/or services in a value in excess of \$500 shall be submitted to the Board of Trustees for approval. All bids or quotes for goods and/or services in a value in excess of \$250 but less than \$500 shall be submitted to the Treasurer for approval who may submit said bid or quote to the Board of Trustees for approval. Any bid or quote in a value of less than \$250 may be approved by the Executive Director.

- ii) Any bid or quote for goods and/or services may include a proposal that the monetary costs of such goods and/or services be offset by goods and/or services provided by the Chamber to the vendor, however, the terms of any such arrangement must be set forth in writing and submitted for approval to the Board of Trustees. The Executive Committee is specifically denied the right to approve this type of arrangement or act in the Board of Trustees' stead in this type of arrangement.
- iii) Any offer of goods and/or services donated by any member, person, entity or vendor to the Chamber need not be submitted to the Board of Trustees for approval. It is specifically understood and expected that all members of the Board of Trustees donate their time, effort, support, goods and services to the Chamber to one extent or another as the Chamber is a not-for-profit organization, however nothing herein precludes a member of the Board of Trustees from submitting a bid or quote for goods and/or services pursuant to the terms of this subsection of the code of regulations.

10) MEETINGS OF THE MEMBERSHIP

a) Regular Meetings

Regular meetings of the entire membership shall be held at least 4 times a year at a time and place designated by the Board of Trustees with at least one month notice to the Members of the Chamber.

b) Annual Meetings

The Annual Meeting for the Chamber is to be held (preferably in January) and at a place determined by the Board of Trustees. Business shall include the election of members to the Board of Trustees as such seats are open, and any other business which may properly be brought before the meeting.

c) Special Meetings

Special Meetings of the Chamber (any meeting that is not a Regular Meeting or an Annual Meeting may be called by the President of the Board or by any two (2) other officers or by one-third (1/3) of the members of the Board, or upon petition signed by not less than twenty-five percent (25%) of the members in good standing.

- d) Meeting Notices
  - i) Written notice of all annual and special meetings of the membership shall be mailed or emailed to each member at least thirty days (30) in advance of such meeting.
  - ii) Notice of all regular shall be provided to each member in any manner deemed appropriate.
  - iii) At all meetings of the Chamber, each member of the Chamber, may be represented by one or more agent, partner or officer, but such member shall be entitled to only one vote.
  - iv) Each member shall designate in writing the person or persons authorized to vote or act on behalf of the member at any meeting of the Chamber. Any member may be represented and vote or act at any meeting of the Chamber in person or by proxy appointed in writing.
  
- e) Quorum

At all membership meetings of the Chamber, ten percent (10%) of the members in good standing shall constitute a quorum for the transaction of any business.

11) AMENDMENT TO ARTICLES AND/OR CODE OF REGULATIONS

The Articles of Incorporation and/or the Code of Regulations may be amended by an affirmative vote of two-thirds (2/3) of the members in attendance at any annual meeting or any special meeting called for that purpose. The Articles of Incorporation and/or the Code of Regulations may be amended at such meeting only provided that notice of the proposed amendment shall have been given in writing at least thirty (30) days before the meeting to each member of the Chamber. Inclusion of such notice in the Chamber's newsletter, via facsimile or via email shall be deemed proper notice.

12) DISSOLUTION

The Chamber may be dissolved in the same manner by which the Articles of Incorporation and/or Code of Regulations may be amended, or by operation of law. In the event of dissolution of the Chamber and after providing for the payment of the obligations of the Chamber all of the remaining assets of the Chamber shall be distributed, equally (per capita) to the then current members of the Chamber.

13) OHIO LAW CONTROLLING

Except as otherwise provided for in the Articles of Incorporation or in this Code of Regulations, Ohio Law contained in Chapter 1702 of the Revised Code shall control the governance of the Chamber. Ohio Law shall control the interpretation of the Articles of Incorporation and the Code of Regulations.

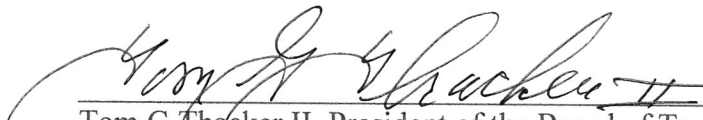
14) SEVERABILITY

If any section or subsection of this Code of Regulations is determined to be void or unenforceable, such determination shall only affect that specific section or subsection. All other sections and subsections shall remain in full force and effect until modified under the terms hereinbefore described.

15) EFFECTIVE DATE

The Code of Regulations was adopted on Jan. 20<sup>th</sup> 2016 and is effective as of Jan. 20<sup>th</sup> 2016. All previous By-laws or Code of Regulations are superseded by this Code of Regulations.

Adoption of this Code Regulations by a majority vote of the membership at the Annual Meeting, dated Jan. 20<sup>th</sup> 2016 is hereby acknowledged and attested to by:

  
Tom G Thacker II, President of the Board of Trustees

Dated: 1/20/16