

Cable Co-op

AMENDED AND RESTATED

CODE OF

REGULATIONS

OF

CABLE CO-OP

January 26, 2016

Reviewed

November 2016

**SCHEDULE A AMENDED
AND RESTATED CODE OF
REGULATIONS OF CABLE
CO-OP
ARTICLE I
DEFINITIONS AND USAGE**

Section 1. Definitions.

For purposes of this Code of Regulations, the following words and phrases have the meanings designated below:

- a. "Articles of Incorporation" herein means Corporation's articles of incorporation filed with the Secretary of the State of Ohio on February 4, 1982, and all amendments thereto and restatement thereof, including (but not limited to) the amended and restated Articles of Incorporation (dated February 17, 1987).
- b. "Board" herein means the Board of Trustees of Corporation.
- c. "Board Meeting" herein means any Annual Board Meeting, Regular Board Meeting or Special Board Meeting as defined in Sections 1, 2, and 3, respectively, of Article VI.
- d. "Code" herein means this Code of Regulations.
- e. "Corporation" herein means Cable Co-op.
- f. "Days" herein means calendar days.
- g. "Member" herein means those persons or entities designated in Section 1 of Article II of this Code and any other person or entity who or which now or hereafter has Membership rights and privileges in Corporation in accordance with these Regulations. Members may attain status as nonvested Member or vested Member and as an active Member or inactive Member, such that all Members may be classified as nonvested/active, nonvested/inactive, vested/active, or vested/inactive, all as designated in Article II, Section 1.
- h. "Membership" herein means a person's or entity's status, rights, benefits and obligations in such person's or entity's capacity as a Member of Corporation.
- i. "Membership Meeting" herein means any Annual Membership Meeting or Special Membership Meeting as defined in Sections 1 and 2, respectively, of Article V.
- j. "Notice" herein means notice of a Membership Meeting as defined in Section 3 of Article V or notice of a Board Meeting as defined in Section 4 of Article VI.
- k. "Officer" herein means any person properly elected or appointed to an Office designated in Section 1 of Article IV of this Code.
- l. "Regulations" herein means this Code of Regulations.
- m. "Trustee" herein means any person properly elected or appointed to the Board and holding the office of a Trusteeship as described in Article III of these Regulations.

Section 2. Word Usage.

Where the context of this Code requires, words used in the masculine shall include the feminine and neuter; words in the singular, the plural; and vice-versa.

Section 3. Ohio Law.

This code is adopted in the State of Ohio and Ohio's laws shall govern all matters of interpretation, construction and validity and all disputes, controversies and litigation arising hereunder.

**ARTICLE II MEMBERS AND
MEMBERSHIP**

Section 1. Types of Members.

- a. Each individual, business or organization who or which:
 - (i) completes a membership application; and
 - (ii) patronizes Corporation on a cooperative basis each month; and
 - (iii) remains current on payment of all installments of a membership fee (herein called the "Membership Fee") of One Hundred Dollars (\$100.00) payable as follows: Three Dollars (\$3.00) upon making the membership application with an additional Ninety-Seven Dollars (\$97.00) to be assessed and paid at the rate of Three Dollars (\$3.00) per Month for thirty-two (32) months and One Dollar (\$1.00) for the thirty-third month; and
 - (iv) remains current on payment of all other charges when due, shall attain nonvested/active status (and shall be known as a "Nonvested/Active Member") with full voting rights.

b. A Nonvested/Active Member shall attain vested status (and shall be known as a “Vested/Active Member”) upon payment in full of the Membership Fee.

c. A Nonvested/Active Member or a Vested/Active Member shall attain inactive status (and shall be known as a “Nonvested/Inactive Member” or a “Vested/Inactive Member”) when such Nonvested/Active Member or Vested/Active Member fails to patronize Corporation on a monthly basis or when such Nonvested/Active Member or Vested/Active Member fails to promptly pay all charges when due. Nonvested/Inactive Member shall have Membership voting rights suspended.

d. Each Member shall have an account (herein called the “Member Account”) on the books of Corporation showing patronage, patronage credits and other information deemed necessary by the Board. Such information shall be sufficient to permit Corporation to determine, at any time, each Member’s rights and interests in the assets of Corporation.

Section 2. Voting Rights

a. Except for Nonvested/Inactive Members, each remaining Member shall be entitled to one (1) vote upon each matter properly submitted to the Members for their vote, consent, waiver, release, or other action.

b. Unless otherwise provided in these Regulations or by law, Members shall act by a majority vote of those Members present in person at any properly-constituted Membership Meeting.

c. Notwithstanding any contrary provision in these Regulations, all actions, rights, powers and duties of the Members on behalf of Corporation shall be exercised (and Exercisable) only in furtherance of Corporation’s tax exempt purposes as stated in the Articles of Incorporation, this Code or as required by law.

Section 3. Membership Termination

a. A Member’s Membership shall immediately and automatically terminate upon the death of an individual Member; the dissolution of a business or organization Member; a Member’s resignation; a Member’s violation of Section 4 of the Article II; or removal as a Member in accordance with this Section 3.

b. A Member may be removed as a Member (and such Member’s Membership status terminated) at any time, by the Board if the Member: refuses to comply with any rule or regulation of Corporation; breaches any contract with Corporation; or alters any equipment provided by Corporation for cable services.

c. Upon termination of a Member, the Member’s Membership shall automatically be redeemed and all future rights and interests which the terminated Member may have in and to Corporation and/or Corporation’s assets shall thereupon cease and terminate; provided, however, that a terminated Member’s patronage rights and interests accrued prior to termination shall not be forfeited. A terminating Member is entitled to a refund of that portion of the Membership Fee paid at the time of termination; plus any patronage credits appearing on Corporation’s books as a credit to the terminating Member Account; provided, however, that the Board may delay the payment of any refund if warranted by a financial condition of Corporation, provided, however, further that any refund may first be applied to offset any account balance of the terminating Member.

d. A terminated Member may file a written request for a hearing with the Secretary of Corporation within thirty (30) days from the date the notice of termination is mailed to the terminated Member. The Board shall hear the terminated Member and reconsider the termination within sixty (60) days of the request for the hearing.

Section 4. Restrictions Against Alienation of Memberships.

a. No Member shall sell, hypothecate, assign, pledge, dispose of, or otherwise encumber or transfer the Member’s Membership, **cable television services**, or any rights and interests therein (whether by reason of death, sale, gift, assignment, order of court, any judicial process, or otherwise).

b. A Member’s attempt to sell, assign, pledge, dispose of or otherwise encumber the Member’s Membership, cable television services, or any rights and interests therein in violation of Section 4(a), above, shall be null, void and without effect and shall cause immediate termination of such Member’s Membership and status as a Member.

ARTICLE III BOARD OF TRUSTEES

Section 1. Qualification and Election.

a. Twelve (12) Trustees shall be elected by the Members at the Annual Membership Meeting (as defined in Article V, Section 1 of this Code) or at a Special Membership Meeting (as defined in Article V, Section 2 of this Code) called for the purpose of electing Trustees and shall serve until the expiration of their terms and their successors are elected, or until their earlier resignation, disqualification, death or removal from the Board. The term of each Trustee elected by the Members shall be three (3) years and shall be staggered such that at least one-third (1/3) of the Trustees shall stand for election each year.

b. A maximum of five (5) Trustees may be appointed by the Board and shall serve at the pleasure of the Board until the expiration of their terms and their successors are elected, or until their earlier resignation, disqualification, death or removal from the Board. No Trustee appointed by the Board may serve by appointment more than five (5) consecutive years from said Trustee’s appointment date. No appointed Trustee shall be prohibited from standing for election as a Trustee.

c. Only individuals (not entities) shall be qualified to be nominated to be elected and to serve as Trustees of Corporation. No person shall be qualified to be elected to serve as a Trustee on the basis that such person is a public official or holds a public office. All Trustees shall be Nonvested/Active Members or Vested/Active Members.

d. Subject to the Qualifications designated in this Section 1, any person may serve or be elected as a Trustee for a limit of four (4) consecutive elected terms. Any Trustee may serve or be elected as a Trustee for an unlimited number of nonconsecutive elected Terms.

e. In addition to recommendations which may be submitted by a nominations committee (if any), any Member may nominate himself or herself to serve as Trustee by submitting a petition to the Secretary of the Corporation at least forty-five (45) days before the Annual Membership Meeting, stating the candidate's willingness to serve a full term if elected. Election shall be by written ballot and the candidates receiving the greatest number of votes shall be elected, regardless of whether a majority of votes is received. Each Member may vote for no greater number of candidates than there are vacancies to be filled in the election. No more than one vote may be cast by a Member for any candidate. A ballot for electing Trustees shall be prepared by the Secretary and mailed, along with a return envelope, at least thirty (30) days prior to the Annual Membership Meeting or any Special Membership Meeting called for the purpose of electing Trustees to all Members of the Corporation, excluding Nonvested/Inactive Members; provided, however, that if the Board determines, in its sole discretion, that a form of electronic balloting is secure, the Board may establish such policies and procedures to allow voting to take place by electronic means. The ballot shall list the qualified nominees selected in accordance with the provisions of Section 1 of this Article III who have signified their willingness to serve a full term if elected. A Member's ballot shall be either (i) returned by mail to the Secretary in the envelope provided to such Member at the address shown on such envelope and postmarked not less than ten (10) days prior to the Annual Membership Meeting or Special Membership Meeting, or (ii) hand-delivered to the address shown on such envelope not less than five (5) days prior to the Annual Membership Meeting or Special Membership Meeting; or (iii) if deemed secure and pursuant to a policy established by the Board, the ballot may be transmitted by electronic means at least five (5) days prior to the Annual Membership Meeting or Special Membership Meeting. The Nominations Committee shall be responsible for the tabulation of the ballots for the election of Trustees and shall determine the successful candidates. No ballot shall be counted unless returned to the Secretary by mail or hand-delivery or authorized electronic means as provided above. Furthermore, no ballots shall be counted if the Member has voted for more nominees than there are vacancies to be filled. The results of the election shall be announced by the Nominations Committee Chairperson at the Annual Membership Meeting or Special Membership Meeting. If the election of the Trustees is not within the time set forth, the Board shall cause the election of Trustees to be held as soon thereafter as may be convenient.

f. The Board, with recommendation of the Nominations Committee, may appoint Honorary Trustees. The Honorary Trustee shall be a continuing member who has reached the age of 65 or more and has at least 10 years of outstanding service to the Corporation. This position entails no obligations, voting rights or legal responsibilities. The Honorary Trustee may attend meetings, participate in discussion and receive all the others rights and privileges as regular Trustees.

Section 2. Board Vacancies.

a. Board vacancies shall occur from the failure of the Members to elect the entire fixed and authorized number of Trustees; or from the resignation, disqualification, death or removal from the Board of any Trustee.

b. At any time, a Trustee may resign from the Board by delivering or mailing written notice of the resignation to the Secretary of the Corporation. The resignation shall be effective upon actual receipt of the notice by the Officer, unless the notice specifies a later resignation date.

c. A Trustee's failure to attend at least seventy-five percent (75%) of the Regular Board and Committee Meetings held within each revolving twelve (12)-month period of such Trustee's term of office shall constitute an immediate resignation from the Board, unless the Board votes to excuse such absences due to special circumstances. For purposes of the Code, a Trustee shall remain present for at least seventy-five percent (75%) of the duration of a Regular Board or Committee Meeting to be deemed to have attended such Meeting.

c. As periodically determined by the Board, a Trustee may be reimbursed for such Trustee's actual expenses incurred in discharging Corporation's business and the Trustee's duties as a Trustee.

d. Except as otherwise expressly designated by the Board, individual Trustees shall have no powers and authority to act on behalf of Corporation and all Trustees shall act and vote as a Board.

Section 4. Voting.

a. Each Trustee shall be entitled to one (1) vote upon all matters properly submitted to the Board for its vote, consent, waiver, release or other action.

b. Unless otherwise provided in these Regulations or by law, the Board shall act by a majority vote of those Trustees actually present in person at any Board Meeting when a quorum of the Trustees is then present and no Trustee may vote by proxy.

Section 5. Board Committees.

a. The Board may create an Executive Committee to act on the Board's behalf between its Regular Meetings and to report all such actions to the Board at its next following Meeting. The Board shall appoint, remove and/or reappoint all members to the Executive Committee. Executive Committee actions so reported to the Board shall be deemed official Board action unless, at such Meeting, the Board votes to disaffirm the Executive Committee's action.

b. The Board may create and disband such other Committees (e.g. Code of Regulations; Personnel; Finance Business and Service; Community Access; and Nominations) for such purposes and with such powers and functions as the Board periodically determines. The Board shall appoint, remove and/or reappoint all members to the Committees. Each Committee shall consist of at least three (3) Trustees and shall be subject to the Board's control and direction.

c. Each Committee shall meet at such time and place as ordered by the Committee chairperson or the Board. The Committee chairperson shall cause written or verbal notice of all Committee meetings to be given to all Committee members.

d. Each Committee member shall be entitled to one vote upon all matters properly submitted to the Committee. Unless the Board otherwise determines, any Committee may act either by a majority of its members at a duly constituted meeting or through a written document signed by all Committee members. No Committee member may vote by proxy: only Committee members actually present at Committee meetings during the transaction of a matter may vote on such matter.

e. A majority of the Committee members shall constitute a quorum for any Committee meeting.

f. Each Committee shall submit to the Board written minutes or other reports of the Committee's meetings and other actions.

**ARTICLE IV
OFFICERS**

Section 1. Designation, Qualification and Election.

a. The officers of Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other Officers as the Board periodically may designate.

b. Only individuals (not entities) and only individuals who also serve as Trustees shall be qualified to be nominated and elected and to serve as Officers of Corporation; provided, however, that the Secretary need not be a Trustee. No person shall be qualified to be elected to serve as an Officer on the basis that such person is a public official or holds a public office.

c. All Officers shall be elected by the Board at the Annual Board Meeting (or at any other Board Meeting called for the purpose of electing Officers) to serve until the expiration of their terms of Office and until their successors are elected or until their earlier resignation, disqualification, death or removal from Office.

d. Subject to the qualifications designated in this Section 1, any person may serve or be elected as an Officer for an unlimited number of consecutive or nonconsecutive terms.

Section 2. Officer Vacancies and Succession.

a. Officer vacancies shall occur from an Officer's resignation, disqualification, death, or removal (with or without cause) from Office.

b. Without prior demand or notice, an Officer may be removed from Office at any time (with or without cause) by the Board.

c. At any time, an Officer may resign from Office by delivering or mailing written notice of the resignation to any Officer or Trustee (other than the resigning Officer). The resignation shall be effective upon actual receipt of the notice by Officer or Trustee, unless the notice specifies a later resignation date.

d. Unless otherwise determined by the Board, the Vice-President shall fill any vacancy in the Presidency for its unexpired term and until a successor is chosen, or until an earlier resignation, disqualification, death, or removal from Office. If the Board has elected more than one Vice-President as designated in

In Section 1 of this Article IV, the board shall determine which Vice-President shall fill any vacancy in the Presidency. The Board shall fill all other Officer vacancies by electing (when and as determined by the Board) successor Officers to serve the unexpired terms of the vacant Offices and until their successors are elected, or until their earlier resignation, disqualification, death, or removal from Office.

Section 3. Duties and Powers of Officers.

a. **President.** The President of Corporation shall: preside at all Membership and Board Meetings; ensure that all Board orders and actions are implemented; have authority to sign checks and other documents on Corporation's behalf; exercise general executive supervision over Corporation's affairs, property, business, activities, other Officers, and funds (subject to control by the Board and the Members); have primary oversight responsibility for all business and other operations of Corporation; serve as Chief Executive Office of Corporation in the absence of a general duties and responsibilities as the Board periodically requires.

b. **Vice-President.** The Vice-President of Corporation shall: upon request of the Board, perform all duties and responsibilities of the President during the President's absence or incapacity, unless otherwise determined by Board; and perform such other duties and responsibilities as the Board periodically requires.

c. **Secretary.** The Secretary of Corporation shall: take and maintain (or cause to be taken and maintained) minutes of all Membership Meetings and Board Membership Meetings and Board Meetings as required by this Code; maintain (or cause to be maintained) Corporation's Seal (if any), a register of the addresses of each Trustee and Member, and all other books, records and other documents of Corporation; and generally perform all duties incident to the Office and such other duties and responsibilities as the Board periodically requires.

d. **Treasurer.** The Treasurer of Corporation shall: maintain (or cause to be maintained) custody of Corporation's funds, securities, properties and other assets as periodically required by the Board; prepare (or cause to be prepared) accurate financial accounts, statements of all funds received and paid by Corporation and statements of Corporation's financial condition, as periodically required by the Board; have authority to sign checks on Corporation's behalf; prepare and file (or cause to be prepared and filed) all tax returns and generally perform all duties incident to the Office and such other duties and responsibilities as the Board periodically requires.

e. **Other Officers.** Any other Officer(s) of Corporation shall have such duties and responsibilities as the Board periodically requires.

f. **Tax Exempt Purposes.** Notwithstanding any contrary provision herein, all Officers' actions, powers, duties and authorities shall be exercised (and exercisable) only in furtherance of Corporation's tax exempt purposes stated in the Articles of Incorporation, this Code or as required by law.

**ARTICLE V MEMBERSHIP
MEETINGS**

Section 1. Annual Membership Meeting.

a. The annual meeting of the Members (herein called the "Annual Membership Meeting") shall be held no later than four (4) months after the close of Corporation's fiscal year, on such day and at such time and place as the Board establishes in its sole discretion.

b. The purposes of the Annual Membership Meeting are to elect Trustees, approve Corporation's financial statements for the immediately preceding fiscal year, receive and act upon annual and other reports of the Officers and the Board, transact other Membership business and activities, and take any other Member actions.

Section 2. Special Membership Meetings.

a. Special meetings of the Members (herein called "Special Membership Meetings") may be called at any time by the Board, by the President or by at least an aggregate of ten percent (10%) of the Non-vested/Active and Vested/Active Members through a written request delivered either in person or by registered United States mail to the President or the Secretary of Corporation. The written request shall state the specific purpose for the Special Membership Meeting.

b. All Special Membership Meetings shall be held within sixty (60) days of call, on the day, at the time and at the place as the Board determines.

c. The purpose(s) of any Special Membership Meeting may be to transact any Member business and activities and to take any Member actions; provided, however, that business not included in the statement of purpose(s) set forth in the notice for that Special Membership Meeting shall not be conducted at that Special Membership Meeting.

Section 3. Notice

a. The Secretary of Corporation or any other Office shall give to each Member written Notice stating the date, time, place and purpose(s) of each Membership Meeting. Not less than ten (10) nor more than sixty (60) days before the date of each Membership Meeting, the Secretary of Corporation (or any other

Officer) either shall cause personal delivery of the Notice or shall mail (by ordinary United States mail, postage prepaid) the Notice to each Member at the address then appearing on Corporation's records. Members shall be responsible for providing Corporation with update address information.

b. Notwithstanding any contrary provision herein, a Member's attendance (in person) at any Membership Meeting constitutes a waiver of any deficiency in or failure to give Notice of such Meeting.

c. Notice of adjournment of any Membership Meeting need not be given if the date, time and place to which the Meeting adjourned are fixed and announced at such Meeting.

Section 4. Quorum.

a. The Members present in person constitute a quorum for the transaction of business at any Membership Meeting; provided, however, that at least a majority of the Board must also be present to constitute a quorum unless at least ten percent (10%) of all Vested/Active Members are present in person. A quorum must exist as a condition precedent to the transaction of any Membership business or the vote upon any matters submitted to the Members.

b. Whether or not a quorum exists, a majority of the Members (present in person) at any Membership Meeting may adjourn the Meeting.

Section 5. Voting and Proxies.

a. Each Nonvested/Active, Vested/Inactive and Vested/Active Member shall be entitled to one (1) vote upon all matters properly submitted to the Members and all such matters shall be decided by a majority vote of the Members present in person at any Membership Meeting, unless otherwise provided in these Regulations or required by law.

b. No Member shall be permitted to vote by proxy. Only Members actually present at Membership Meetings during the transaction of business may vote thereon, unless otherwise provided in these Regulations or required by law.

c. Except for Nonvested/Inactive Members, a Member may exercise voting rights, consents, waivers, or releases on issues specifically deemed suitable for absentee ballot by the Board by executing a written, absentee ballot signed by such Member and submitted to the Secretary of Corporation prior to any such Membership Meeting.

Section 6. Parliamentary Procedure and Minutes.

a. Robert's Rules of Order (as periodically revised) constitute final authority for parliamentary procedures at all Membership Meetings, except where such Rules conflict with law or with these Regulations.

b. At all Membership Meetings, the order of business shall be as follows:

- (1) Roll call or attendance record;
- (2) Reading and action upon Minutes of previous Membership Meeting;
- (3) Financial and other reports of the Board;
- (4) Financial and other reports of Officers;
- (5) Unfinished (old) business;
- (6) Reports of Committees (if any);
- (7) Election of Trustees (if applicable);
- (8) New or Miscellaneous Business;
- (9) Adjournment.

The above order of business may be periodically changed for any particular Membership Meeting by a majority vote of the Members attending Membership Meeting.

c. The Secretary of Corporation shall cause to be recorded Minutes of all Membership Meetings.

**ARTICLE VI
BOARD MEETINGS**

Section 1. Annual Board Meeting.

a. The annual meeting of the Board (herein called the "Annual Board Meeting") shall be held each year following the Annual Membership Meeting at such time and place as determined by the Board but, in no event, later than ten (10) days after the close of the Annual Membership Meeting.

b. The purposes of the Annual Board Meeting are to elect Officers, approve Corporation's financial statements for the immediately preceding fiscal year, receive and act upon any reports, transact any other Board business and activities, and take any other Board actions.

Section 2. Regular Board Meetings.

a. Regular meetings of the Board (herein called "Regular Board Meeting") may be periodically held on such days and at such times and places as the Board (in its sole discretion) determines.

b. At least one (1) Regular Board Meeting shall be held in advance of Annual Membership Meeting the purpose of which shall be to organize financial and other business affairs of the Board.

Section 3. Special Board Meetings.

a. Special meetings of the Board (therein call "Special Board Meetings") may be called at any time by the President or by at least three (3) Trustees.

b. All Special Board Meetings shall be held within fifteen (15) days of call, on the date, at the place (within or without the State of Ohio) and at the time as the President or the three (3) calling Trustees determine.

c. The purpose(s) of any Special Board Meeting may be to transact any Board business and activities and to take any Board actions.

Section 4. Notice.

a. The Secretary of Corporation, or any other Officer, shall give to each Trustee written or verbal Notice stating the date, time and place (but not necessarily the purposes) of each Board Meeting. The Secretary of Corporation or any other Officer shall cause personal delivery or communication of the Notice to each Trustee at least forty-eight (48) hours before each Board Meeting or shall mail at least ten (10) days before each Board Meeting (by ordinary United States mail, postage prepaid) the Notice to each Trustee.

b. Notwithstanding any contrary provision herein, a Trustee's attendance at any Board Meeting constitutes such Trustee's waiver of any deficiency in or failure to give Notice of the Board Meeting.

c. Notice of adjournment of any Board Meeting need not be given if the date, time and place to which the Meeting is adjourned are fixed and announced at such Meeting.

Section 5. Quorum and Attendance.

a. A majority of all Trustees in office (who must be present in person) constitutes a quorum for the transaction of business at any Board Meeting. A quorum must exist as a condition precedent to (and at the time of) the transaction of any Board business or the vote upon any matter submitted to the Board.

b. Whether or not a quorum exists, a majority of the Trustees present in person at any Board Meeting may adjourn the Meeting.

c. All Members may attend Board Meetings; provided, however, that the Board may (in its discretion) convene to executive session for purposes involving confidential or other sensitive matters.

Section 6. Voting.

a. Upon all matters properly submitted to the Board, each Trustee in office shall be entitled to one (1) vote.

b. All matters properly submitted to the Board at any Board Meeting shall be decided by a majority vote of all the Trustees present in person at the Board Meeting, unless otherwise provided in these Regulations or required by law.

c. A Trustee may not vote, consent, take any action as a Trustee or be represented at any Board Meeting by proxy. Only Trustees present in person at a Board Meeting during the actual transaction of a matter may vote thereon.

d. For purposes of this Code, a Trustee shall be deemed to be "present in person" at any Board Meeting if such Trustee: (i) participates at the Board Meeting by means of communications equipment but only if all Trustees participating at the Board Meeting can hear each other Trustee, or (ii) is actually physically present at the Board Meeting. Nothing in this Section 6(d) shall require Corporation to purchase special communications equipment and the burden of compliance with Section 6(d)(i) shall be upon the Trustee requesting participation through communications equipment.

Section 7. Election of Officers.

a. At each Annual Board Meeting, the Board shall elect Officers to service until the expiration of their respective terms of Office and until their successors are elected, or until their earlier resignation, disqualification, death or removal from Office.

b. If no Annual Board Meeting is held or if all Officers are not elected at the Annual Board Meeting, the Board shall elect any remaining unelected Officers at a Special Board Meeting to serve until their terms of Office expire and until their successors are elected, or until their successors are elected, or until their earlier resignation, disqualification, death or removal from Office.

c. Any Trustee in office may designate persons (qualified under Section 1 of Article IV of these Regulations) as nominees for Officers. Only nominees receiving the greatest number of votes shall be so elected.

Section 8. Parliamentary Procedure and Minutes.

- a. Robert's Rules of Order (as periodically revised) constitute the final authority for all parliamentary procedures at all Board Meetings, except where such Rules conflict with law or with this Code.
- b. The Secretary of Corporation shall cause to be recorded Minutes of all Board Meetings.

Section 9. Action by Trustees in Writing and Without a Meeting.

Notwithstanding any contrary provision in these Regulations, the Board may properly and officially act without a Meeting through a written document signed by all Trustees then serving on the Board.

**ARTICLE VII INDEMNIFICATION OF
MEMBERS, TRUSTEES, OFFICERS,
EMPLOYEES AND AGENTS**

Section 1. Definitions.

For purposes of this Article, the following words and phrases shall have the meanings designated below:

- (a) "Claim" means, with respect to any Indemnified Individual, any and all threatened, pending or completed claims, actions, suites or proceedings (whether civil, criminal, administrative, investigative or otherwise and whether under State or Federal law) and any and all appeals related thereto.
- (b) "Indemnified Individual" means: (i) all past, present and future Trustees and Officers; and (ii) as the Board may periodically determine, such employees and other agents of Corporation acting in any capacity at the request of or on behalf of Corporation.
- (c) "Liabilities" means any and all judgments, decrees, fines, penalties, expenses, fees, costs of investigation, amounts paid in settlement, costs, losses, expenses (including, but not limited to, attorneys' fees and court costs), charges, and any other liabilities actually incurred by the Indemnified Individual with respect to any Claim, either before or after final disposition of the Claim.

Section 2. Indemnification for Third Party Claims and for Claims by or through Corporation.

To the fullest extent authorized or permitted by law, all Members hereby determine that Corporation shall indemnify and save harmless any and all Indemnified individuals from and against all Liabilities arising or resulting from any Claim (including a Claim by or in the right of Corporation) under which the Indemnified Individual is a party or participant because of actions or omissions of Corporation or of the Indemnified Individual or of any Trustee, Officer, employee, agent or other person acting in any capacity at the request of or on behalf of Corporation; provided, however, that Corporation shall not indemnify or save harmless an Indemnified Individual for such person's gross negligence or willful misconduct.

Section 3. Release from Liability and Contribution.

To the fullest extent authorized or permitted by law, no Indemnified Individual shall be liable to Corporation or to any other person and no claim shall be maintained against any Indemnified Individual by Corporation (or, for Corporation's benefit, by any other Member) because of any action or omission (except for gross negligence or willful misconduct) of such Indemnified Individual in any capacity at the request of or on behalf of Corporation. To the fullest extent authorized or permitted by law, no Indemnified Individual shall be responsible for or be required to contribute to the payment of any Liability incurred by Corporation or by any other Indemnified Individual because of the actions or omissions (except for gross negligence or willful misconduct) of any Indemnified Individual serving in any capacity at the request of or on behalf of Corporation.

Section 4. Subrogation.

To the extent of any payment under this Article, Corporation: (i) shall be subrogated to all the Indemnified Individual's rights of recovery from any other person or entity and, as a condition precedent to indemnification under this Article VII, such Indemnified Individual shall execute all reasonable documents and take all reasonable actions request by Corporation to implement Corporation's right of subrogation, (ii) hereby waives any right of subrogation against or contribution from an Indemnified Individual, to the extent permitted by law.

Section 5. Insurance and Similar Protection.

Whether or not the indemnification, release and other provisions of Section 2, Section 3 or Section 4 apply, Corporation may purchase and maintain insurance upon and/or furnish similar protection (including, but not limited to: trust funds, letters of credit and self-insurance) for any Indemnified Individual to cover any Liability such Indemnified Individual might incur from the exercise of the Indemnified Individual's duties for Corporation or from such Indemnified Individual's capacity as an agent or representative of Corporation .

Section 6. Other Rights.

The provisions of this Article shall be in addition to and shall not exclude or limit any rights or benefits to which any Indemnified Individual is or may be otherwise entitled: (a) as a matter of law or statute; (b) by any agreement; (c) by any agreement; (d) by the vote of Members or Trustees; or (e) otherwise.

ARTICLE VIII
SECTION 501(c)(12) LIMITATIONS

Section 1. Organization and Operation.

Corporation is organized and shall be operated exclusively for purposes designated in Section 501(c)(12) of the Internal Revenue Code (as may be amended).

Section 2. Dissolution.

Corporation may be dissolved by the affirmative vote of a least two-thirds (2/3's) of all the Vested/Active Members; or the written consent (without a Membership Meeting) of two-thirds (2/3's) of all Vested/Active Members; or, only in the following cases, by the affirmative vote of a majority of the Trustees:

- (i) when Corporation has been adjudged bankrupt or has made a general assignment for the Benefit of creditors;
- (ii) by leave of the court, when a receiver has been appointed in a general creditor's suit or In any suit in which the affairs of Corporation are to be wound-up;
- (iii) when substantially all of the assets have been sold at judicial sale or otherwise.

All Members shall be notified (in writing) of any proposed motion for dissolution at least thirty (30) days prior to any such vote or written consent. Upon Corporation's dissolution and after paying or providing for the payment of all liabilities, the Board shall (in its sole discretion) dispose Corporation's assets based upon patronage and exclusively in furtherance of Corporation's exempt purposes as described in the Articles of Incorporation and the Regulations.

ARTICLE IX
AMENDMENTS AND MISCELLANEOUS

Section 1. Amendments.

a. This Code may be amended or repealed or an amended and restated code may be adopted by: (i) the voting Members at any Membership Meeting by the affirmative vote of at least a majority of the Members present, if a quorum is present or (ii) the written consent (without a Membership Meeting) of at least a majority of all the voting Members.

b. If the Code is amended or new regulations adopted without a Membership Meeting, the Secretary of Corporation (or any other Office) shall forthwith mail a copy of the amendment to the Code or the amended and restated code to each Member who would have been entitled to vote on the amendment or new regulations and who did not participate in the adoption of the amendment or regulations.

Section 2. Miscellaneous.

a. When acting on Corporation's behalf, no Member, Trustee, Officer, employee, or other agent of Corporation shall discriminate against any person because of race, religion, color, creed, sex, sexual orientation, national origin, or handicap.

b. If any provision or Article of these Regulations is ever judicially determined to be invalid or unenforceable, such determination shall not affect the validity or enforceability of any other provision or Article of this Code.

Section 3. Prior Instruments.

This Code supersedes and nullifies any and all prior codes of regulations, bylaws, constitutions and similar instruments previously adopted by the Members and/or the Board.

Section 4. Conflicts of Instruments.

With respect to any conflicts between or among instruments pertaining to Corporation, these Regulations shall be superior to any bylaws, rules, regulations, documents, instruments and policies of Corporation, and the Articles of Incorporation shall be superior to this Code.

ARTICLE X CONFLICTS
OF INTEREST

Section 1. Disclosure of Conflicts of Interest.

A trustee or Officer shall disclose to the Board and/or the appropriate Board Committees all facts and circumstances related to any transactions, activities, contracts and other dealings being considered before the Board and/or its Committees which might directly or indirectly involve such Trustee or Officer in a duality or conflict of interest with Corporation. The disclosure shall be noted in the Board and/or Committee minutes.

Section 2. Procedures for Conflicts of Interests.

Upon such disclosure and if a majority of the then-present disinterested Trustees at the Board Meeting and/or at the appropriate Committee meeting determines that the conflict or duality of interest exists and is material to the particular matter being considered, all Board and/or Committee proceedings regarding such matter shall be governed by the following procedures which shall be noted in the Board and/or Committee minutes:

a. The interested Trustee or Officer shall further disclose any significant facts within the Trustee's or Officer's knowledge which may indicate that the matter might adversely affect Corporation; may briefly state the Trustee's or Officer's position on the particular matter and answer pertinent questions; but shall refrain from exerting in any manner the Trustee's or Officer's personal influence over the decision of such matters; and

b. Thereafter, if requested by the Board and/or Committee, the interested Trustee or Officer shall be absent from all discussions, recommendations, determinations and decisions concerning the particular matter; and

c. The Board and/or Committee shall take no action on the matter unless and until a quorum of disinterested Trustees is present; and

d. The interested Trustee shall not vote on the particular matter.

Section 3. Written Oath.

All present and future Trustees and Officers shall sign a written oath agreeing to abide by this Article X, agreeing to hold in strictest confidence information which is of confidential or sensitive nature and obtained as a Trustee or Officer with respect in the operation of Corporation and its affairs, and containing any other provisions necessary to implement the purposes and intentions hereof as periodically determined by the Board.

Section 4. Miscellaneous.

a. No Trustee shall personally profit from any contract made with Corporation, compete with Corporation or be employed by Corporation, unless full disclosure is provided to the Board and the disinterested Trustees approve of such contract, competition or employment.

b. This Article may be supplemented and/or modified by additional policies, rules and regulations periodically adopted by the Board, including clarification upon the restrictions set forth in Section 4 (a), above.

c. Corporation's Articles of Incorporation, Code and minutes of Board Meetings and Membership Meetings shall remain available for Member inspection up reasonable advance request.

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d. The vote of the majority of the Board shall fill all Board vacancies (when and as determined by Board) by electing successor Trustees to serve the unexpired term of the vacant Trusteeships and until their successors are chosen or until their earlier resignation, disqualification, death, or removal from the Board.

Section 3. Board Powers and Duties.

a. Except as otherwise expressly stated in this Code, all policy and administrative powers and authority of Corporation are vested in and shall be exercised by solely and exclusively the Board which, in its sole discretion, has exclusive charge, control management of Corporation's property, affairs, businesses, activities and funds. In accordance with these Regulations, the Board shall also elect Officers, create and disband Board Committees, appoint Board agents, authorize and empower Corporation to negotiate and execute contracts, and perform all other acts and functions permitted by law and consistent with the Articles of Incorporation and this Code. The Board shall also:

- (i) present a report at the Annual Membership Meeting showing the condition of affairs of Corporation;
- (ii) cause a proper audit of the books and accounts of Corporation to be made annually by a qualified person with a written report of the audit filed with the Board;
- (iii) require the general manager, treasurer and all other Officers, agents and employees who may have access to the funds or property of Corporation or its Members, in excess of Fifty Thousand Dollars (\$50,000.00), to furnish fidelity bonds or equivalent insurance;
- (iv) select one or more depository institutions for deposit of the funds of Corporation and shall determine the terms and conditions of each account;
- (v) invest any available funds in such securities as it deems advisable and proper;
- (vi) borrow funds for Corporation on such terms as it may authorize.

b. Notwithstanding any contrary provision in these Regulations, all Board actions, powers, duties and authorities shall be exercised (and exercisable) only in furtherance of Corporation's tax exempt purposes as stated in the Articles of Incorporation and this Code.

