

Regulations of the Ohio Chief Probation Officers Association

Regulations Article I - The Corporation

Section 1.01. Name and Organization Structure

The Ohio Chief Probation Officers' Association (hereinafter the "Corporation") is a nonprofit corporation organized and existing under the Ohio Nonprofit Corporation Law.

Section 1.02. Tax Status and Purposes

In accordance with the status of the Corporation as an organization described in Section 501(C)(4) of the Internal Revenue Code of 1986, as amended (the "Code"), the Corporation is a local association of publicly employed chief administrators of probation services and community control agencies operated by the Courts or the State of Ohio. The net earnings and primary objectives of which are devoted exclusively to educational purposes, including the following:

Training and Education

1. To provide access and guidance in the use of new developments in the field of probation.
2. To enhance the standards and techniques utilized by probation agencies.
3. To develop an operational interpretation of the Ohio Revised Code pertaining to probation activities.
4. To provide probation agencies technical resources to develop and implement effective offender interventions.

Membership, Networking and Communications

1. To provide members access to the collective administration resources of the membership.
2. To stimulate cooperation between probation departments in the State of Ohio.
3. To provide a forum for the exchange of ideas of mutual interest.

Legislative/Advocacy

1. To advocate for laws, regulations and standards that promote the professional goals of the organization.
2. To publicize the professional goals and benefits of probation in Ohio.
3. To be an information resource on probation for the legislature, to the courts, and executive branch agencies.
4. To develop Association Position Statements when determined to be in the best interest of the Association.

Regulations Article II - Members

Section 2.01. Membership

Membership in the Corporation shall be open to all publicly employed chief administrators of probation services and community control agencies -operated by the Courts and/or the State of Ohio (i.e., employees of federal, state, county or municipal government) who have an interest in the purposes of the Corporation and who pay the annual training fees. Membership is also afforded and limited to one deputy/assistant chief of probation services of a community control agency where said agencies chief is listed on the membership book as a regular member with limited and proxy rights and privileges of the Chief Administrator as indicated throughout the regulations of the association. In addition, all past Presidents of the Corporation shall have a lifetime membership with voting rights and privileges of regular membership and need not pay the annual training fees. Past presidents that do not meet the membership criteria identified herein, are shall be designated as Honorary Trustees as defined in section 3.08.

Section 2.02. Membership Book

The Corporation shall keep an online database of its membership, containing the name and contact information of each member and the date of admission to membership. Board members will retain oversight of the membership database and have full access to its use.

Section 2.03. Training Fees

Training fees are established for the Line Officers Training Institute and any other training where expenses are passed along to parent agencies. Annual training fees shall include voting privileges for the Chief Administrator of Probation Service as defined in section 2.01.

Section 2.04. Termination of Membership

Membership in the Corporation may be terminated in the manner provided by law, the Articles of Incorporation or these Regulations, and upon the termination of membership for any cause, such fact and the date of termination shall be recorded in the membership database. All the rights and privileges of a member in the Corporation and its property shall cease on termination of membership.

Section 2.05. Quarterly Meeting

There shall be a minimum of four (4) meetings each year for the election of Trustees and Officers, for the consideration of reports to be laid before such meeting, for training and for the consideration of such other business as may properly come before such meeting. The quarterly meetings will be outlined in an annual schedule and take place at a central location in the State. Election of Trustees and Officers shall be held on alternate years at the fourth meeting of the calendar year.

Section 2.06. Special Meetings

Special meetings of the members may be called by (1) the President; (2) the Vice- President in case of the President's absence, death or disability; or (3) the Trustees, at such place, date and time to be determined by the party calling the meeting.

Section 2.07. Notice of Meetings

Notice of the place, date and time of each meeting of the members shall be given to each member at least thirty (30) days prior to the scheduled meeting. Any notice referred to in this Section 2.07 may be given by any reasonable means and need not specify the purposes of the meeting, except if an amendment to the Articles of Incorporation or these Regulations is

proposed. A copy of such proposed amendment shall accompany said notice and any special meetings shall specify the purposes of such meetings. Notice of any meeting shall be considered given if mailed or otherwise sent or delivered to the member at the address specified in the records of the Corporation. The giving of notice shall be deemed to be waived by any member who shall attend and participate in such meeting, other than to protest the lack of proper notice at or prior to such meeting, and may be waived, in writing, by any member either before, at or after such meeting.

Section 2.08. Quorum

Representatives from member courts present at any membership meeting shall constitute a quorum for such meeting, but no action required by law, the Articles of Incorporation or these Regulations to be authorized or taken by a specified proportion or number of the members may be authorized or taken by a lesser proportion or number. Fifty percent plus one of the total court members must be present at a meeting to constitute a quorum and is determined by the Officer of the Corporation acting as chairperson of the meeting, upon calling the meeting to order. The quorum must be determined prior to a vote on any issues before the members.

Section 2.09. Voting

Each member of record of the Corporation identified as the Chief Administrator of Probation Services as indicated in section 2.01 on the date notice of the meeting is given shall be entitled at such meeting to one (1) vote on each matter properly submitted to the members for their vote, consent, waiver, release or other action. At all elections of Trustees and Officers, the candidates receiving the greatest number of votes shall be elected. The affirmative vote of a majority of the members present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the members unless a specified proportion or number of the members is required by law, the Articles of Incorporation of these Regulations.

Section 2.10. Proxies

At meetings of the members, any member of record entitled to vote there may be represented and may vote by a proxy or proxies appointed by an instrument in writing signed by such member, but such instrument shall be filed with the secretary of the meeting before the person holding such proxy shall be allowed to vote thereunder. No proxy shall be valid after the expiration of eleven (11) months after the date of its execution, unless the member executing it shall have specified therein the length of time it is to continue in force.

Section 2.11. Advocacy

OCPOA will create an annual position paper to guide positions on lobbying and representation. The President, who serves as the chairperson for the Legislative committee, with executive committee input has the right to make decisions about representation of the organization in the event that decisions need to be finalized before a formal board meeting can be called. The Executive Committee consists of the President, Vice President and Immediate Past President. The President will seek input from the executive committee and when possible secure a consensus prior to giving direction. If executive committee members are unavailable, the President is granted authority to make the final decision. The President of the Board and other board representatives will attend Interested party meetings and testify on behalf of the organization as needed.

Regulations Article III - Trustees

Section 3.01. Power and Authority of Trustees

Except as otherwise provided by law, the Articles of Incorporation or these Regulations, all of the authority of the Corporation shall be exercised by the Board of Trustees. The Trustees serving hereunder shall have the power, authority and responsibilities of and shall perform the functions provided for Trustees under the Ohio Non-profit Corporation Law.

Section 3.02. Provisions Relating to Trustees

A. Number. There shall be eleven members of the Board of Trustees consisting of the Executive Board, two members elected from each of the types of probation services (i.e. common pleas general division, municipal and juvenile courts), and a representative of the Community Corrections Act non-probation department director. Past Presidents who are regular members of the association may also serve as trustees with full voting privileges.

B. Nominations. Nominations for individuals to serve on the Board of Trustees must be members in good standing as indicated in section 2.01 and will be presented to the membership by the Membership, Networking and Communications Committee. In addition, any member in good standing who wishes to place a member in nomination may do so.

C. Term and Election. Trustees shall be elected at a meeting of the members as provided in Section 2.05. Each trustee elected as set forth herein shall serve for a term of two (2) years or until his or her successor is elected. Trustees may be reelected.

D. Resignation and Removal. Any Trustee, by notice in writing to the Board of Trustees, may resign at any time. Any Trustee may be removed from office with cause by a majority vote of the Trustees. Any vacancies on the Board of Trustees may be filled for the remainder of the term by a replacement Trustee appointed by the President. The Corporation shall keep a membership database containing the name and address of each member and the date of admission to membership.

Section 3.03. Quorum and Voting

A. Quorum. Except as otherwise provided in the Articles of Incorporation or these Regulations, a majority of the Trustees then in office shall constitute a quorum and should be determined by the Officer of the Corporation acting as chairperson of the meeting, upon calling the meeting to order. The quorum must be determined prior to a vote on any issue before the Trustees.

B. Voting. Except as otherwise provided in the Articles of Incorporation or these Regulations, each Trustee then in office shall have (1) vote, and the vote of a majority of the Trustees present at a meeting at which a quorum is present shall constitute the action of the Board of Trustees. A majority vote of the Trustees is binding on the association and no individual Trustee can obligate actions of the association. Training fees may be established from time to time by the Trustees. Annual training fees shall include voting privileges for the Chief Administrator of Probation Service as defined in section 2.01.

Section 3.04. Notice of Meetings of Board of Trustees

Notice of the place, date and time of each meeting of the Board of Trustees shall be given to each trustee within thirty (30) days of the date of such meeting. Any notice referred to in this Section 3.04 may be given by any reasonable means and need not specify the purposes of the

meeting, except with respect to a proposed action to remove a Trustee. E-mail notification of meeting dates and times shall be sent to each Trustee.

Section 3.05. Meetings of Trustees

A. Regular Meetings. Regular meetings of the Trustees, including the quarterly meeting, shall be at such place, date and time as may be fixed by the Trustees or by the President as authorized by the Board.

B. Special Meetings. Special meetings of the Trustees may be called by the President or by any two (2) Trustees who deliver a written request to the Secretary for the calling of a meeting at least five (5) business days prior to the minimum notice period (as provided in Section 3.04) for the meeting to be called.

C. Emergency Meetings. Emergency meetings of the Trustees may be called at any time by the President, or upon written request of a majority of the Trustees.

Section 3.06. Attendance and Participation at Meetings

Trustees may attend and participate in any meeting of the Trustees in person or through any form of electronic communication.

Section 3.07. Action Without Meeting

Any action which might be taken at any meeting of the Trustees may be taken without such meeting by a writing or writings signed by all of the members. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of the Corporation for insertion in the permanent records relating to meetings.

Section 3.08. Honorary Trustees

Honorary Trustees shall be entitled to attend meetings or other activities of the Corporation. Trustees shall provide for the selection and privileges thereof, provided that such persons shall not be entitled to vote, shall not be counted for quorum purposes or for purposes of determining the number of Trustees and the failure of such persons to receive notice of a meeting of the Trustees shall not affect the validity of a meeting. The Chief of the Ohio Adult Parole Authority or their designee and the Deputy Director of Parole, Courts, and Community Services of the Ohio Department of Youth Services or their designee shall serve as Honorary Trustees of the Corporation. The members may elect additional Honorary Trustees.

Regulations Article IV - Committees

Section 4.01. Committees

The Trustees shall form committees that are in line with organizational objectives as outlined in the Strategic Plan. Trustees may appoint advisory committees provided that at least one (1) Trustee shall be a member of each such advisory committee. The Trustees may prescribe or limit the powers and duties of any committee.

Section 4.02. Committee Limitations

A. Each committee shall serve at the behest of the Board of Trustees, except as otherwise provided by law, the Articles of Incorporation or these Regulations, each committee shall act by a majority vote of the whole number of its members.

B. No committee shall have the authority to:

1. Approve any action for which the approval of the Trustees is required by the Ohio Nonprofit Corporation Law;
2. Establish committees of the Trustees or appoint members thereof; or
3. Fill vacancies on the Board of Trustees or any committee.

Section 4.03. Action Without Meeting

Any action which might be taken at any meeting of any committee may be taken without such meeting by a writing or writings signed by all of the members of such committee. The writing or writings evidencing such action taken without a meeting shall be filed with the Chair of such committee.

Section 4.04. Standing Committees.

All standing committees are established by the President and approved by the Trustees. Chairpersons shall be appointed by the President and shall serve at their behest. The committees shall report to the Trustees.

Membership, Networking and Communications Committee:

Function: The purpose of this committee is to enhance the OCPOA's responsiveness to its members and to have positive impact on membership growth and retention rates within the association. Efforts and strategies to improve the delivery of services to members are part of this committee's focus.

Training and Education Committee:

Function: The purpose of this committee is to plan and implement Chief Probation Officer training pertinent to all members as directed by the executive board. Further, this committee shall address attendance at events, evaluate trainings and poll membership as to desired topics. This committee is to organize and implement the annual Line Officers Training Institute and quarterly training. Specifically, this committee will be charged with organizing the training curriculum, speakers and association awards.

Organization Operations Committee:

Function: The purpose of this committee is to inform the Board of Trustees as to proposed organizational changes to policies and bylaws. This committee shall prepare an annual budget for the association. In addition, this committee is to review and make recommendations to the executive board regarding financial requests and future needs of the association. Activities

may include participating on various budget and standards subcommittees and reporting to the executive board as required.

Legislative/Advocacy Committee:

Function: The purpose of this committee is to review and report on legislative issues as they impact the field of probation. In addition, this committee will be charged with making recommendations to the OCPOA Executive Board regarding various legislation. This committee is to serve as a liaison to the Ohio Department of Rehabilitation and Correction Bureau of Community Sanctions as it relates to Community Corrections Act funds. Further, this committee will provide a forum for CCA Directors throughout the State of Ohio to participate in meetings regarding CCA issues as needed.

Membership, Networking and Communications Committee:

Function: The purpose of this committee is to administer the nominations process, which accompanies the election of members of OCPOA's Board of Trustees. This committee also identifies new members for the association and encourages their participation in the association's activities. This committee shall manage the membership database. This committee shall manage communications and the organizational website. This committee shall assist other committees with planning networking events.

Regulations Article V - Executive Board

Section 5.01. Election

The Executive Board of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other Officers as the Trustees may from time to time designate. The Executive Board shall be elected at a meeting of the members as provided in Section 2.05. Each Executive Board member elected shall serve for a term of two (2) years or until their successor is elected. The same individual may not be elected to more than one (1) office. Candidates for the Executive Board shall be nominated by members of the Board of Trustees. The Board of Trustees shall recommend at the regularly scheduled Board of Trustees meeting prior to the Fourth quarterly meeting, at least two (2) candidates for each Executive Board position to run for each designated office. The candidates selected by the Board of Trustees will then be presented to the full membership for selection during the Fourth quarterly meeting.

Section 5.02. President

The President shall preside at all meetings of the Board of Trustees and shall vote on matters before the Board of Trustees only in the event of a tie vote in order to break the tie. The President shall, subject to the direction of the Board of Trustees, have general supervision, direction and control of the business and Executive Board of the Corporation. The President shall be an ex officio member of all standing committees and must have served on the Executive Board and completed their term prior to holding office. The President shall have the general powers and duties usually vested in the Chief Executive Officer of a nonprofit corporation under the laws of the State of Ohio and shall have such other powers and duties as may be prescribed by the Board of Trustees or these Regulations. Unless otherwise specifically delegated the president is the spokesperson for the organization.

Section 5.03. Vice-President

The Vice-President shall, in the absence or disability of the President, perform all duties of the President and when so acting shall have such other powers and shall perform such other duties as may be established by the President with the consent of the Board of Trustees.

Section 5.04. Secretary

The Secretary shall keep the minutes of the proceedings of the Board of Trustees and business meetings, shall be the custodian of all records, the database and property of the Corporation and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Corporation. The Secretary shall have such other duties as may be established by the President with the consent of the Board of Trustees. The Secretary may contract for assistance with their functions if they to benefit the Corporation. The Board of Trustees must approve any contracts.

Section 5.05. Treasurer

The Treasurer shall be the chief financial officer of the Corporation and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Corporation. The Treasurer shall have such other duties as may be established by the President with the consent of the Board of Trustees. The Treasurer may contract for assistance with their functions if they to benefit the Corporation. The Board of Trustees must approve any contracts.

Regulations Article VI - Indemnification and Insurance

Section 6.01. Mandatory Indemnification

The Corporation shall indemnify any Officer or Trustee of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed, action suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action threatened or instituted by or in the right of the Corporation), by reason of the fact that he or she is or was a Trustee, Officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, against expenses (including, without limitation, attorneys' fees, court reporters' fees and transcript costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. A person claiming indemnification under this Section 6.01 shall be presumed, in respect of any act or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal matter, to have no reasonable cause to believe his or her conduct was unlawful, and 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, if itself, rebut such presumption.

Section 6.02. Court-Approved Indemnification

Anything contained in these Regulations or elsewhere to the contrary notwithstanding:

- A. The Corporation shall not indemnify any Officer or Trustee of the Corporation who was a party to any completed action or suit instituted by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Trustee, Officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, in respect of any claim, issue or matter asserted in such action or suit as to which he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of the Corporation or misconduct (other than negligence) in the performance of his or her duties to the Corporation unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances of the case, he or she is fairly and reasonably entitled to such indemnity as such Court of Common Pleas or such other court shall deem proper; and
- B. The Corporation shall promptly make any such unpaid indemnification as is determined by a court to be proper as contemplated by this Section 6.02.

Section 6.03. Indemnification for Expenses

Anything contained in these Regulations or elsewhere to the contrary notwithstanding, to the extent that an Officer or Trustee of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 6.01, or in defense of any claim, issue or matter therein, he or she shall be promptly indemnified by the Corporation against expenses (including, without limitations, attorneys'

fees, filing fees, court reporters' fees and transcript costs) actually and reasonably incurred by him or her in connection therewith.

Section 6.04. Determination Required

Any indemnification required under Section 6.01 and not precluded under Section 6.02 shall be made by the Corporation only upon a determination that such indemnification of the Officer or Trustee is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.01. Such determination may be made only:

- A. By a majority vote of a quorum of Trustees of the Corporation who were not and are not parties to, or threatened with, any such action, suit or proceeding;
- B. If such a quorum is not obtainable or if a majority of a quorum of disinterested Trustees so directs, in a written opinion by independent legal counsel other than an attorney retained previously by the Corporation, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation, or any person to be indemnified, within the past five (5) years;
- C. By the members; or
- D. By the Court of Common Pleas of Franklin County, Ohio or (if the Corporation is a party thereto) the court in which such action, suit or proceeding was brought, if any.

Any such determination may be made by a court under division (D) of this Section 6.04 at any time (including, without limitation, any time before, during or after the time when any such determination may be requested of, be under consideration by or have been denied or disregarded by the disinterested Trustees under division (A), by independent legal counsel under division (B), or by the members under division (C) of this Section 6.04). No decision for any reason to make any determination required under this Section 6.04, and no decision for any reason to deny any such determination, by the disinterested Trustees under division (A), by independent legal counsel under division (B) or by the members under division (C) of this Section 6.04 shall be evidence in rebuttal of the presumption recited in Section 6.01. Any determination made by the disinterested Trustees under division (A), by independent legal counsel under division (B) or by the members under division (C) of this Section 6.04 to make indemnification in respect of any claim, issue or matter asserted in an action or suit threatened or brought by or in the right of the Corporation shall be promptly communicated to the person who threatened or brought such an action or suit, and within ten (10) days after receipt of such notification such person shall have the right to petition the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought, if any, to review the reasonableness of such determination.

Section 6.05. Advances for Expenses

Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) incurred in defending any action, suit or proceeding referred to in Section 6.01 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to or on behalf of the Officer or Trustee promptly as such expenses are incurred by him or her, but only if such Officer or Trustee shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue or other matter asserted in such action, suit or proceeding in defense of which he or she shall not have been successful on the merits or otherwise:

- A. If it shall ultimately be determined as provided in Section 6.04 that he or she is not entitled to be indemnified by the Corporation as provided under Section 6.01; or

B. If, in respect of any claim, issue or other matter asserted by or in the right of the Corporation in such action or suit, he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of the Corporation or misconduct (other than negligence) in the performance of his or her duties to the Corporation, unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought, shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances, he or she is fairly and reasonably entitled to all or part of such indemnification.

Section 6.06. ARTICLE VI Not Exclusive

The indemnification provided by this ARTICLE VI shall not be exclusive of, and shall be in addition to, any other rights to which any person seeking indemnification may be entitled under the Articles of Incorporation or these Regulations or any agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or Trustee of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 6.07. Insurance

The Corporation may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit or self-insurance, on behalf of any person who is or was a Trustee, Officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, non profit or for profit), partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the obligation or the power to indemnify him or her against such liability under the provisions of this ARTICLE VI. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

Section 6.08. Certain Definitions

For purposes of this ARTICLE VI, and as examples and not by way of limitation:

A. A person claiming indemnification under this ARTICLE VI shall be deemed to have been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 6.01, or in defense of any claim, issue or other matter therein, if such action, suit or proceeding shall be terminated as to such person, with or without prejudice, without the entry of a judgment or order against him or her, without a conviction of him or her, without the imposition of a fine upon him or her and without his or her payment or agreement to pay any amount in settlement thereof (whether or not any such termination is based upon a judicial or other determination of the lack of merit of the claims made against him or her or otherwise results in a vindication of him or her);

B. References to an "other enterprise" shall include employee benefit plans; references to a "fine" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a Trustee, Officer, employee, agent or volunteer of the

Corporation which imposes duties on, or involves services by, such Trustee, Officer, employee, agent or volunteer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" within the meaning of that term as used in this ARTICLE VI;

C. The term "volunteer" shall mean a Trustee, Officer or agent of the Corporation, or another person associated with the Corporation, who:

1. Performs services for or on behalf of, and under the authority or auspices of, the Corporation;
2. Does not receive compensation, either directly or indirectly, for performing those services. Compensation does not include:
 - a. Actual and necessary expenses that are incurred by the volunteer in connection with the services performed for the Corporation and that are reimbursed to the volunteer or otherwise paid;
 - b. Insurance premiums paid on behalf of the volunteer and amounts paid, advanced or reimbursed pursuant to this ARTICLE VI, Section 1702.12(E) of the Ohio Revised Code of any indemnification agreement, resolution or similar arrangement;
 - c. Modest prerequisites.

Section 6.09. Venue

Any action, suit or proceeding to determine a claim for indemnification under this ARTICLE VI may be maintained by the person claiming such indemnification, or by the Corporation, in the Court of Common Pleas of Franklin County, Ohio. The Corporation and (by claiming such indemnification) each such person consent to the exercise of jurisdiction over its or his or her person by the Court of Common Pleas of Franklin County, Ohio, in any such action, suit or proceeding.

Regulations Article VII - Miscellaneous

Section 7.01. Fiscal Year

The fiscal year of the Corporation shall end on the last day of December, or on such other date as may be fixed from time to time by the Board of Trustees.

Section 7.02. Amendments

The Articles of Incorporation and these Regulations may be amended at a meeting of the members called for that purpose by the affirmative vote of two-thirds (2/3) of the number of members present at such meeting.

Section 7.03. Dissolution

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of the assets of the Corporation for charitable purposes or to another exempt organization or organizations under Code Section 501(C)(3) or to the federal government, or to a state or local government, for a public purpose, as the Board of Trustees shall determine.