CODE OF REGULATIONS

MILL CREEK METROPARKS FOUNDATION

1) Name. The name of this nonprofit corporation shall be MILL CREEK METROPARKS FOUNDATION (the "Corporation"). This Code of Regulations is effective as of June 6, 2023 and replaces and supersedes any other code of regulations or similar governing document(s) in effect before such date.

2) General Purpose. The Corporation is created and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3), to wit, for the purpose of supporting and advancing the mission of keeping and promoting Mill Creek MetroParks to its highest level of excellence through fund development essential for its maintenance and growth for future generations, including but not limited to making capital improvements within the Mill Creek Metropolitan Park District, a political sub-division of the State of Ohio. No assets of the Corporation shall inure to the benefit of any private shareholder or individual, and no part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt or by an organization donations to which are deductible from taxable income to the extent allowed by the provisions of the Internal Revenue Code and other applicable legislation and regulations as they now exist or may hereafter be amended. In addition to the foregoing and other relevant activities related thereto, the Corporation is authorized to raise funds and accept gifts, bequests, grants, and contributions and to exercise any and every power which a nonprofit corporation organized under the provisions of the Ohio Nonprofit Corporation Act is authorized to exercise.

3) Acceptance by Corporation. The Board of Directors, hereafter referred to, may accept any gift, grant, devise, or bequest in trust (the "donation"), consistent with the general purposes or for any special purpose of the Corporation. Provided, however, that any donor to this Corporation may, in the instrument providing for his or her donation, express a desire which is not contrary to or inconsistent with the terms of this Code of Regulations as to the time when and the specific purpose for which the donation shall be distributed or used for a definite or indefinite period.

4) Corporation's Board of Directors: The Corporation's Board of Directors shall also be its members. The Corporation's Board of Directors shall have full power and authority over the administration of the Corporation, except as otherwise provided herein. The Corporation's Board of Directors shall consist of no less than seven (7) members who shall be constituted and appointed as follows:

a. Appointment of Members: There shall be two (2) appointing authorities, the Board of Park Commissioners and the Judge of Probate Division of the Court of Common Pleas of Mahoning County ("Probate Judge"), who shall make their appointments as follows: (i) Two (2) members of the Board of Directors of the Foundation will be appointed by the Probate Judge, (ii) three (3) members of the Board of Directors of the Corporation, who are not also members of the Board of Park Commissioners, will be appointed by the Board of Park Commissioners, and (iii) two (2) members of the Board of Directors of the Corporation shall be Park Commissioners appointed by the Board of Park Commissioners.

b. Partial Term Vacancies: Should the term of a member of the Board of Directors of the Corporation be interrupted by death, resignation, or failure to serve, a successor to serve the remainder of the unexpired term will be appointed by the appointing authority of the member whose term was interrupted, that is, the Probate Judge or the Board of Park Commissioners. If a member of the Board of Directors misses three (3) consecutive meetings, which are held at a minimum quarterly, then the member has resigned effective as of the date of the third consecutive missed meeting.

c. Conditions and Terms of Office: Members of the Board of Directors are required to live in Mahoning County, but each must have exhibited an interest in Mill Creek MetroParks and its needs, and they may not hold or seek an elective public office while serving on the Board of Directors. Members of the Board of Directors shall hold office for a term of three (3) years and shall take office immediately following the expiration of the terms of their predecessors. Members shall serve for no more than three (3) consecutive three (3) year terms. Member terms of office shall be staggered by the appointing authorities so that the terms of no more than three (3) of the seven (7) Members will expire each year.

d. In consultation with both the Executive Director and Development Director of the MetroParks and in conformance with the annual development plan of the Board of Park Commissioners, yearly goals of the Corporation shall be established at the first meeting of the Board of Directors of the Corporation for each calendar year.

5) Board of Directors Administration:

a. Meetings. The Board of Directors of the Foundation shall meet quarterly, or more frequently as the members may determine, at a facility of the Mill Creek MetroParks. Quarterly meetings shall be held in the months of March, June, September, and December of each calendar year.

b. Officers. At the annual organizational meeting in December of each year for the ensuing calendar year, the Board of the Directors of the Corporation shall elect a President from among its members for a term of one year without limits on consecutive one-year terms. The Board of Directors shall have the power, to nominate and appoint, from outside its own members if it so desires, a Secretary and a Treasurer who shall hold office subject to the will of the Board.

c. Board Expenses. The expenses of the Board of the Directors, including office supplies and such compensation to the Secretary and Treasurer-as the Board may approve, shall be paid out by the Corporation but the members of the Board of Directors shall serve without compensation.

d. Meeting. Agendas. Materials. Minutes, and Annual Report.

(1) The agenda of every meeting of the Board of Directors of the Corporation will provide an opportunity for participation by the President of the Board of Park Commissioners of the MetroParks, the Executive Director of the MetroParks, and the Director of Development of the MetroParks.

(2) The Board of Directors of the Corporation will distribute the agenda and other meeting materials for each meeting to the President of the Board of Park Commissioners of the MetroParks, the Executive Director of the MetroParks, and the Director of Development of the MetroParks when they are distributed to the Board of Directors of the Corporation.

(3) The Board of Directors of the Corporation will keep minutes of its meetings and transmit these minutes to the President of the Board of Park Commissioners of the Mill Creek MetroParks, the Executive Director of the MetroParks, and the Director of Development of the MetroParks.

(4) The President of the Board of Directors of the Corporation will prepare an annual report on the Foundation for submission to the MetroParks Board of Park Commissioners and the Judge of the Probate Court in Mahoning County in December of each year.

e. Fundraising. Expenditures, and Information:

(1) All fund raising by the Corporation in a given year must be reviewed and approved by the MetroParks Executive Director and Director of Development as being aligned with and part of the comprehensive annual development plan, which was developed by the MetroParks Executive Director and Director of Development and approved by the Board of Commissioners of the Mill Creek MetroParks. All fundraising activities shall be conducted by the Board of Directors of the

Corporation.

(2) Yearly goals of the Corporation shall be established at the first meeting of the Board of Directors of the Corporation for each calendar year and evaluated at the last meeting of the year.

(3) The Board of Directors of the Corporation will provide a quarterly record of income and expenditures by the Corporation to the MetroParks Director of Finance via the MetroParks Executive Director.

(4) The Board of Directors of the Corporation will respond promptly to requests for information about the assets, fundraising, expenditures, or operations of the Corporation, which are submitted by the MetroParks Board of Park Commissioners or the MetroParks Executive Director.

f. Payments: Any written order or direction for the payment of money made pursuant to a resolution or motion adopted at a meeting of the Corporation's Board of Directors shall be deemed sufficiently made and executed if signed by the President and attested by the Secretary. Written orders for payments of money of $5000 or less shall be deemed sufficiently made and executed if signed by the Secretary or President.

g. Quorum and Bylaws: A majority of the members of the Corporation's Board of Directors shall constitute a quorum for the transaction of any business at any meeting of such committee, but the affirmative votes or action of at least a majority of the members of the Board shall be required for the making of any order or direction for the payment of money. The Board shall have power to adopt regulations and bylaws not inconsistent with this Code of Regulations for meetings, regular or special, the appointment of sub-committees for special purposes and for the government of its action and may, at its pleasure, amend any such regulations and bylaws. The Board shall keep complete records of all its proceedings.

h. Action Without Meeting: Any action which may be taken or authorized at a meeting of the Corporation's Board of Directors may be authorized or taken without a meeting with the affirmative vote or approval of the majority of the Board of Directors, via electronic means, whether written or verbal via video.

i. Subcommittees: The Corporation's Board of Directors shall further have the authority to establish one or more separate subcommittees to assist the Board in carrying out its business, soliciting funds for the Corporation or carrying out other activities on behalf of the Corporation. The Corporation's Board of Directors shall appoint all members of any subcommittee established by the Board and shall have the authority to remove any members or to fill any vacancy on a subcommittee. Each subcommittee shall be comprised of a minimum of two (2) persons and a maximum of three (3) persons.

6) Officers of the Board: The officers of the Corporation shall be the President, Secretary, and Treasurer. There may also be one or more Vice Presidents and one or more Assistant Secretaries or Assistant Treasurers. All officers may be filled or left vacant as the Board of Directors may elect, and the same person may hold more than one office. The said officers shall be elected by the Corporation's Board of Directors by a majority vote.

a. The role of the President is to chair the meetings, set the meeting agenda, and conduct any day-to-day business of the Corporation as approved by the Board of Directors. The President shall be the chief executive officer of the Corporation responsible for the administration of its affairs. The President shall sign for the Corporation all of its agreements and other instruments necessary to make the acts of the Corporation valid. The President shall have the authority to vote, by person or by proxy, all shares of stock owned by the Corporation and take any other action, in person or by proxy, deemed advisable in connection with the Corporation's right to vote its shareholdings in any other corporation.

b. A Vice President shall perform all the duties of the President in case of absence or disability of the latter.

c. The role of the Treasurer is to keep custody of the funds and securities of the Corporation and shall also have charge of the receipts and disbursements of its money. The Treasurer shall in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

d. In the absence of a Treasurer, or by not being available to perform their duties for any other cause, an Assistant Treasurer may act in the Treasurer's place and stead.

e. The role of the Secretary is to keep the minutes and be available to sign for or attest to written orders of payments. The Secretary shall submit the minutes of the previous meeting to the Board of Directors for approval then submit the minutes to the Executive Director of the Mill Greek MetroParks.

f. In the absence or disability of the Secretary, or by not being available to perform their duties for any other cause, an Assistant Secretary may act in the Secretary's place and stead.

7) Conflict of Interest

a. The Corporation's Board of Directors shall pay attention, be good stewards and act in the best interest of the Corporation. They shall act in such a way that the interest of the Corporation and its objectives take precedence over then personal interest. All members of the Board of Directors must disclose any financial interest and abstain from discussions and votes on transactions where the member holds a financial interest or other conflicting interest. A person has a financial interest if the individual has a personal ownership, investment, or compensation arrangement with the entity being discussed by the Corporation. The Board member must be faithful to the Corporation's governing documents and regulations. The Board member must not engage in any activity or transaction that competes with or hurts the Corporation as to its purpose and mission. The Board of Directors of the Corporation must develop policies and procedures that protect the Corporation's business interests and operations. Service on the Board of Directors of the Corporation requires being responsible stewards of its funds and mission.

b. If the potential conflict of interest is not resolved by the Board of Directors of the Corporation, then it can be addressed by the affected member's appointing authority, be it the Probate Judge of Mahoning County or the Board of Park Commissioners. If there is deemed to be a conflict, then the member of the Board of Directors will be replaced by the appointing authority.

c. The Corporation's Board of Directors must adopt a Conflict of Interest document that includes the above conditions, and each member shall sign and obey it.

d. Other than the two MetroParks Commissioners, a member of the Corporation's Board of Directors shall not also be a board member of any other organization whose mission or purpose is to support directly or indirectly Mill Creek MetroParks or any of its owned, leased or managed properties, facilities or programs, for example, but not limited to Friends of Fellows Riverside Gardens.

8) <u>Order of Business</u>. Unless this regulation is suspended by a majority vote of the members at any meeting of the members, the order of business of all members' meetings shall be as follows:

a. Approval of the minutes of the last preceding members' meeting;

b. Treasurer Report

c. Reading of reports and statements;

d. Unfinished business;

e. Election of Officers if in order at the meeting in question; and

f. New or miscellaneous business.

9) <u>Contracts, Checks, Deposits, and Funds</u>.

a. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by this Code of Regulations, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

b. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

c. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

10) Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by the members, or their agent or attorney, for any proper purpose at any reasonable time.

11) Indemnification. The Corporation shall indemnify a director, officer, employee or agent of the Corporation or persons formerly holding such positions, or any person serving or having formerly served at the request of the Corporation, as a director, officer, employee or agent of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise, to the extent permitted by and subject to the limitations as set forth in Section 1702.12(E) of the Ohio Revised Code, as amended or provided in successor sections of the Ohio Nonprofit Corporation Code from time to time. Such indemnification may be, without limitation, for all expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided that no indemnification shall be made which would impair the status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or which would result in the imposition of any tax under Section 4941 or Section 4945 of the Code or any applicable successive provision.

12) Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December of each year.

13) Waiver of Notice. Whenever any notice is required to be given under the provisions of the Not-For-Profit Corporation Law of Ohio or under the provisions of the Articles of Incorporation or the Code of Regulations of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

14) Amendment. The power to alter, amend or repeal the Code of Regulations or adopt a new Code of Regulations shall be vested in the members of the Corporation. The Code of Regulations may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

15) Exempt Activities. Notwithstanding any other provision of this Code of Regulations, no

director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended.