

CODE OF REGULATIONS
OF
RICHLAND COUNTY GROWTH CORPORATION

ADOPTED OCTOBER 25, 1966

AND AMENDED

DECEMBER 20, 1978

FEBRUARY 21, 1979

JANUARY 19, 1983

March 25, 2010

January 24, 2012

PREAMBLE

The name of the corporation shall be “Richland County Growth Corporation” and shall be hereinafter referred to as “the Corporation.” It is the successor corporation to “Greater Mansfield Area Growth Corporation.”

ARTICLE I.

Membership

Section 1. The trustees named by the incorporators of the Corporation shall be the first members and all persons thereafter elected as members by the members shall upon such election become members of the Corporation.

Section 2. Any member may resign at any time by notice in writing delivered to any officer of the Corporation other than himself. The resignation of a member shall constitute resignation by such persons as a trustee and as an officer.

ARTICLE II.

Meetings of Members

Section 1. There shall be an annual meeting of the members of the Corporation in the month of January, at such date, time and place (which shall be within Richland County, Ohio) as may be fixed by the Board of Trustees, provided that if such Board does not fix such date, time and place by the fifteenth day of January, then the President of the Corporation shall do so.

Section 2. Special meetings of the members may be called and the time, date and place (which shall be within Richland County, Ohio) of the meetings specified, by the President, the Executive Committee or any three members of the Board of Trustees.

Section 3. A majority of the Executive Committee members shall constitute a quorum for the transaction of business at any meeting of the members.

Section 4. Any action which may be taken at a meeting of the members at which a quorum is present may be taken by a majority affirmative vote of the members present at such meeting. An absent member may have an authorized substitute to attend in his absence provided that the substitute has been approved by the members after notification in writing by the member of his authorized substitute.

Section 5. A written or printed notice of every annual or special meeting of the members, stating the time, date, place and purpose thereof, shall be given to each member entitled to vote thereat, and to each member entitled to notice as provided by law, which notice may be given to a member in person or will be delivered by First Class mail unless the member has provided written authorization that their preference is for delivery by facsimile, or electronic mail to such address furnished by the member in writing. Notice will be given at least five (5) days before any such meeting. The Secretary shall post in an area accessible to the public during the usual business hours at the Regional Planning Commission Offices at 35 North Park Street, a statement of the time, date, place and purpose of any annual and special meetings of members not later than the fifth day preceding such annual or special meeting. Any news medium, organization or individual that desires to be given advance notification of special meetings of members, shall file with the Secretary a written request therefore, indicating the name and address of the person to whom written notification may be mailed, or delivered by facsimile, or electronic mail. Such request shall be effective for one (1) year from the date of the filing with the Secretary and thereafter must be renewed in writing on a yearly basis.

ARTICLE III

Board of Trustees

Section 1. The Board of Trustees shall be the governing board of the Corporation and shall consist of fifteen (15) Trustees.

The membership of the Board of Trustees shall be composed as follows:

- (1) Those persons who are members as of the date of adoption or amendment of this Code of Regulations.
- (2) The duly qualified representative and appointed representative of the Board of Commissioners of Richland County, Ohio;

- (3) The Mayor and/or his duly qualified representative as approved by the City Council of Mansfield, Ohio;
- (4) Not less than one appointed or elected officers of each additional county or municipal corporation as may from time to time designate the Corporation as its agency pursuant to Section 1724.10, Revised Code.
- (5) Not less than nine (9) individuals shall be elected yearly to serve as trustees with at least one trustee designated as serving to represent the interest of each governmental subdivision designating the Corporation as its agent.
- (6) The Trustees may increase the size of the Board from time to time to conform to requirements of Section 1724 of the Ohio Revised Code.

Trustees shall serve for one-year terms except as otherwise hereinafter provided. At any time during which the Corporation is acting as the designated agent of one or more political subdivisions, in accordance with Chapter 1724, Revised Code of Ohio, not less than two-fifths of the Board of Trustees shall be composed of appointed or elected officers of such political subdivision or subdivisions.

Section 2. A Trustee may be removed for good cause shown by the vote of ninety percent of the remaining members of the Board of Trustees or may resign at any time by notice in writing delivered to any officer of the Corporation other than himself.

Section 3. Any Trustee who is such pursuant to Subsections 2, 3, or 4 of Section 1 of this Article who shall cease to hold the office by virtue of which he is ex-officio a Trustee of the Corporation, shall concurrently with relinquishment of such office cease to be a trustee and officer of the Corporation.

Section 4. Except in the case of death, removal or resignation, a Trustee shall serve until his successor has been elected. In the event of any vacancy caused by the death, removal or resignation of a Trustee or by the failure of the members to fill all the positions on the Board at the meeting at which the number of Trustees on the Board was fixed pursuant to Section 1 of the article, any such vacancy may be filled by the vote of a majority of the remaining Trustees.

ARTICLE IV.

Meetings of the Board of Trustees

Section 1. After each annual meeting of the members or special meeting in lieu thereof, the newly elected Board of Trustees, if a quorum be present, shall hold an organizational meeting at the same place for the purpose of electing officers and transacting any other business. If for any reason said organizational meeting is not held at such time, a special meeting for such purpose shall be held as soon thereafter as practicable.

Section 2. Regular meeting of the Board of Trustees may be held at such times and places within Richland County as shall be provided for in the by-laws or resolutions adopted by the Board of Trustees. Upon adoption of a schedule of regular meetings of the Board of Trustees, the Secretary shall post in an area accessible to the public during the usual business hours at the Regional Planning Commission office at 35 North Park Street, a statement of the time and place of such regular meetings of the Board of Trustees. If at any time during the calendar year the time or place of regular meetings or any regular meeting is changed on a permanent or temporary basis, a statement of the time and place of such regular meetings shall be so posted by the Secretary at least twenty-four (24) hours before the time of the first changed regular meeting.

Section 3. Special meetings may be called by the President, the Executive Committee, or any three members of the Board of Trustees. The notice of any special meeting shall set forth the time, date, place, (which shall be within Richland County, Ohio) and purpose thereof; and the person or persons calling such meeting shall cause such notice to be given. Notice of each such meeting shall be given to each Trustee in, the same manner as outlined in Article II, Section 5 not less than three (3) days prior to such meeting; provided, however, that such notice shall be deemed to have been waived by the Trustees attending such meeting without protesting the lack of proper notice or by voting at any such meeting, any may be waived in writing by any Trustee, either before or after such meeting. Unless otherwise limited in the notice thereof, any business may be transacted at any special meeting. Any news media, organization or individual that desires to be given advance notification of special meetings of the Board of Trustees shall file with the Secretary a written request therefore, indicating the name and address of the person to whom written notification may be mailed or delivered. Such request shall be effective for one year from the date of filing with the Secretary, and thereafter must be renewed yearly in writing to be effective. Notices of such meetings shall be given not less than twenty-four (24) hours prior to the meeting and indicate the time, date, place and purpose of such meeting. The Secretary may indicate in such notice, in addition to special purpose, that any other business properly before the Board of Trustees may be acted upon at such special meeting.

Section 4. At any meeting of the Board of Trustees, a quorum shall consist of a majority of the Trustees in office at the time. An absent trustee may have an authorized substitute to attend in his absence provided that the substitute has been approved by the trustees after notification in writing by the member of his authorized substitute. An absent trustee may also vote by written proxy for the record on any issue when he is unable to attend. His proxy will not count toward the existence of a quorum.

Section 5. Except as otherwise provided in this Code of Regulations, any action which may be taken at a meeting of the Board of Trustees may be taken by a vote of a majority of the Trustees present at such meeting, provided that a quorum is present.

ARTICLE V.

Officers

Section 1. The Board of Trustees shall elect, commencing with its organization meeting, a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Trustees may see fit. The officers elected by the Trustees appointed by the incorporators shall serve until such meeting. The President and Vice President shall be, and the other officers may, but need not, be chosen from the members of the Board of Trustees. Any two of the offices may be held by one person, but in any case in which the action of more than one officer is required, no one person shall act in more than one capacity.

Section 2. Any officer may resign at any time by notice in writing delivered to any officer of the Corporation other than himself.

Section 3. Except in the case of death, removal or resignation, an elected officer shall serve until his successor has been elected. In the event of the death, removal or resignation of an elected officer (other than the President if there is a Vice President in office at the time), the Board of Trustees shall elect a successor for the balance of the unexpired term of such officer. In the event of the death or resignation of the President (if there is a Vice President), he/she shall serve for the balance of the unexpired term, and shall be deemed to have resigned the office of Vice President.

ARTICLE VI.

Duties of Officers

Section 1. The President shall preside at meetings of the members of the Board of Trustees, may designate the date, time and place of meetings of the members and Board of Trustees as provided herein, may execute all authorized instruments, including without limitation contracts, bonds, notes, debentures, deeds, mortgages and other obligations in the name of the Corporation and shall perform such other duties as the Board of Trustees may require.

Section 2. In case of the absence or disability of the President, or when circumstances prevent the President from acting, the Vice President, if any, shall perform all of the duties of the President, and in such case shall have all of the powers and obligations of the President, and any such instruments so executed by the Vice President shall be as valid and binding as though executed by the President. The Vice President shall also perform other duties as the Board of Trustees may require.

Section 3. The Secretary shall take and keep records of all meetings of the members and of the Board of Trustees, conduct such correspondence of the Corporation as may be designated by the President, perform the usual duties of his office and perform such other duties as the Board may require.

Section 4. The Treasurer shall be the custodian of all funds and securities in other corporations and similar property belonging to the Corporation and shall do with the same as may be ordered by the Board of Trustees. He shall keep accurate financial accounts and hold the same open for examination of the Trustees. On the expiration of his term of office, he shall turn

over to his successor or to the Board of Trustees, all property, books, papers, and moneys of the Corporation in his hands.

Section 5. The Board of Trustees may also elect for a term of one year one or more Assistant Secretaries, and one or more Assistant Treasurers, who shall perform the duties of the Secretary and Treasurer, respectively, in the case of the absence or disability of such Secretary or Treasurer, together with such duties as the Board of Trustees may from time to time prescribe. Said Assistant Treasurers or Secretaries need not be members of the Board of Trustees, but may be employed for this purpose by the Trustees. The power of such officers to execute all authorized deeds, mortgages, bonds, notes, contracts, and other obligations in the name and on behalf of the Corporation shall be coordinated with like powers of the Secretary and Treasurer, respectively, and any such instrument so executed by any Assistant Secretary or Assistant Treasurer shall be as valid and binding as though executed by the Secretary or Treasurer, as the case may be. Such other officers as the Board of Trustees may elect, shall have such powers and duties as the Board of Trustees may from time to time prescribe.

Section 6. The Board of Trustees may employ an Executive Director who shall be the chief administrative officer of the Corporation. He shall be responsible for supervising the property and business affairs of the Corporation subject to the direction of the Board of Trustees. When authorized by the Board of Trustees, he may execute all authorized instruments, including without limitation contracts, bonds, notes, debentures, deeds, mortgages and other obligations in the name of the Corporation and shall perform such other duties as the Board of Trustees may require.

Section 7. The Board of Trustees is authorized to delegate the duties of any officer to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

Section 8. Any officer, if required by the Board of Trustees, shall give bond in such form and with such security as the Board of Trustees from time to time may require for the faithful performance of his duties.

Section 9. The Board of Trustees shall select depositories for the safekeeping of the moneys of the Corporation and establish the procedure for deposit, the Board of Trustees from time to time may authorize investment of moneys of the Corporation as are not then required in any obligations which a county or municipal corporation is authorized by the applicable sections of the Ohio Revised Code to invest its moneys.

ARTICLE VII.

Committees

Section 1. The Executive Committee of the Board of Trustees shall be subject to the following provisions:

- a) At any meeting of the Board of Trustees, it may designate an Executive Committee consisting of such number of Trustees as the Board from time to time determines. The President shall be a member of and shall serve as chairman of the Executive Committee.
- b) Except as otherwise provided by the Board of Trustees, the Executive Committee shall meet at such times and places as it shall determine. The call of such meetings and the giving of notices thereof shall be in a manner established by such Committee. At any meeting of the said Committee, a quorum shall consist of a majority of the members, but the affirmative vote of a majority of all members of the Committee shall be necessary to the taking of any action by the Committee.
- c) The Executive Committee may adopt by-laws or regulations to provide for the conduct of its affairs provided that such by-laws or regulations shall not be contrary to the by-laws or regulations or resolutions adopted by the Board of Trustees, this Code of Regulations or the Articles of Incorporation.
- d) The said Committee shall serve at the pleasure of the Board of Trustees and during the intervals between meetings of the Board shall possess and may exercise such powers of the Board as may be delegated from time to time by the Board to it, provided that the Executive Committee shall not be empowered to fill vacancies in the Board of Trustees or office of the Corporation, nor to fill vacancies in or add to its own membership.
- e) The Committee shall report its actions at the next meeting of the Board of Trustees.

Section 2. The Board of Trustees may create other committees of the Board to consist of not less than three trustees, and may delegate to such committees such powers and duties of the Board as it shall deem appropriate. Except as otherwise provided by the Board of Trustees, each such committee shall regulate its own procedure.

ARTICLE VIII

Indemnification of Trustees and Officers

Section 1. Each member of the Board of Trustees and officer of the Corporation (and his heirs, executors, and administrators) who is made a party to any litigation, action, suit or proceeding (whether civil, criminal, or administrative) by reason of his being or having been a Trustee or officer of the Corporation or a trustee, director or officer of any other corporation which he served at the request of the Corporation, shall be entitled to be indemnified by the Corporation against the reasonable expenses actually incurred by him in connection with the defense of such litigation, except in relation to the following matters:

a) Those as to which he shall finally be adjudged in such litigation to be liable because of dereliction in the performance of his duties as such trustee, director or officer, or

b) Those which have resulted in a judgment in favor of the Corporation and against him, or which are settled by any payment by him to the Corporation

Except in cases where above clause (a) or clause (b) applies, “expenses” shall be deemed to include fines and penalties imposed on such person, and amounts paid upon a plea of nolo contendere or similar plea or in compromise or settlement of the litigation or insatisfaction of judgments, if, and only if, such indemnification, and the amounts to be indemnified against, are approved as being reasonable in the circumstances by (i) the vote of a majority of the Trustees of the Corporation in office if such majority are not involved in any such litigation, or (ii) the vote of a majority of the members of the Corporation excluding for the purpose hereof the members involved in such litigation, or (iii) a court of competent jurisdiction. The foregoing right of indemnification shall not be exclusive of other rights to which such person, his heirs, executors, or administrators, may be entitled.

ARTICLE IX.

Amendments to Code of Regulations

Section 1. This Code of Regulations may be amended by a majority vote at any meeting of the members, provided that the notice of such meeting is given in accordance with the Code of Regulations and the notice indicates that one of the purposes of such meeting is to amend the Code of Regulations.