

**CODE OF REGULATIONS
OF
UPPER ARLINGTON COMMUNITY FOUNDATION**

ARTICLE 1

Organization and Purpose

1.1 Name

The name of the organization is the Upper Arlington Community Foundation, Inc. ("Upper Arlington Community Foundation").

1.2 Purpose

Upper Arlington Community Foundation seeks to address important community needs through a representative volunteer effort and collaboration among Upper Arlington organizations. The goal of the Upper Arlington Community Foundation is to enhance the quality of life for all residents through grant-making and support of charitable programs and services in Upper Arlington.

1.3 Nondiscrimination

Upper Arlington Community Foundation and/or its duly authorized agents and bodies shall not discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or physical capability.

1.4 Campaigning

No part of the activities of Upper Arlington Community Foundation shall be devoted to propaganda, or otherwise attempting to influence legislation, and shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

1.5 Restrictions

No part of the assets of Upper Arlington Community Foundation shall inure to the benefit of, or be distributed to its members, or other private persons, except the recipients of grant or fund awards as lawfully agreed and approved.

ARTICLE 2

Meetings of Members

2.1 Members

For the purpose of conducting the business of the Upper Arlington Community Foundation, the members of the Board of Directors are deemed to be the voting membership of the Upper Arlington Community Foundation, unless the Ohio Revised Code shall require that any other

individuals can be considered voting members of the Upper Arlington Community Foundation. The members are permitted to add additional members who are not members of the Board of Directors and/or classes of membership upon the unanimous consent the voting members.

2.2 Ex Officio Members

The Board may appoint one or more persons as ex officio members, which ex officio members shall be entitled to notice of meetings and related business, to be present in person, to present matters of consideration and to take part in consideration of any business by the Board at any meeting thereof, but which ex officio members shall not be counted for purposes of a quorum or for purposes of voting otherwise in any way for purpose of authorizing any act or transaction of business by the Board. The term of such appointment shall be for such time as the Board shall designate. Ex officio members may include, but are not limited to, the positions of city manager of The City of Upper Arlington, representative of City Council of Upper Arlington, and mayor of City of Upper Arlington.

2.3 Emeritus Members

The Board may appoint one or more persons as Emeritus Members. The appointment as Emeritus Member shall be for life, unless otherwise provided in the appointment by the Board. Emeritus Members may be invited to attend meetings of the board and to take part in consideration of any business by the Board, but they shall not be counted for purposes of a quorum nor for purposes of voting or otherwise in any way for purposes of the authorizing any act or transaction of business by the Board.

2.4 Annual Meeting

The annual meeting of the members, for the purpose of electing Directors and transacting such other business as may come before the meeting, shall be held in the second quarter of the year, no later than May 3, each year at a time to be designated by the Board of Directors. If for any reason the election of Directors is not held at the annual meeting or any adjournment thereof, the Board of Directors shall cause the election to be held at a special members' meeting as soon thereafter as is convenient. At any such special meeting, the members may elect Directors and transact any other business with the same effect as at an annual meeting.

2.5 Special Meetings

A special meeting of the Board of Directors may be called by any member of the Board of Directors. Upon delivery to the Chair of the board of a request in writing for members' meeting by any persons entitled to call such meeting, it shall be the duty of the Chair to give notice to the members of such meeting. Said request shall specify the objects or purposes and the date and hour for such meeting. The date shall be at least 7 and not more than 60 days after delivery of the request. If, upon such a request, such Chair does not within 5 days call the meeting, the persons making such request may call it by giving notice as provided in 2.5, or by causing it to be given by any designated representative.

2.6 Place of Meetings

All members' meetings shall be held at such place or places, within or without the State of Ohio, as may from time to time be fixed by the Board of Directors, or if not so fixed, then as shall be specified in the respective notices or waivers of notice thereof. Meetings of the Directors may be held through any authorized communications equipment if all persons participating can hear each other and participation in a meeting pursuant to this section shall constitute presence at such meeting.

2.7 Notice of Meetings

Every member shall furnish the Secretary of the Upper Arlington Community Foundation with an address at which notices of meetings and all other notices may be served or mailed to him or her. Except as otherwise expressly required by law, notice of each member's meeting, whether annual or special shall, not more than 60 days and at least 7 days before the date specified for the meeting, be given by the Chair of the Board, or, in case of their refusal or failure to do so, by the person or persons entitled to call such meeting, to each member entitled to notice of the meeting, by personal delivery, mail, telegram, fax, or e-mail. Except when expressly required by law, no publication of any notice of a members' meeting shall be required. Every notice of a members' meeting, besides stating the time and place of the meeting, shall state briefly the objects or purposes thereof as may be specified by the person or persons requesting or calling the meeting. Only the business provided for in such notice shall be taken up at the meeting. Notice of the adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

2.8 Waiver of Notice

Any member, either before or after any meeting, may waive any notice thereof required by law, the articles, or these regulations. Waivers must be in writing and filed with or entered upon the records of the meeting. Notice of a meeting will be deemed to have been waived by any member who attends such meeting, and who does not, before or at the commencement of the meeting, protest the lack of proper notice.

2.9 Quorum

At all members' meetings, a majority of the voting members, by person, authorized communications equipment or by proxy, shall constitute a quorum for the transaction of business, except when a greater number is required by law, the articles of incorporation, or these regulations.

2.10 Organization

At each members' meeting, the Chair, or in his/her absence, the First Vice Chair, or in his/her absence, the Second Vice Chair, or in the absence of all three of them, , a Chair chosen by a

majority of the voting members present, shall act as Chair, and the Secretary, or, in his/her absence, any assistant secretary, or, in the absence of all of them, any person whom the Chair of the meeting appoints, shall act as Secretary of the meeting.

2.11 Order of Business

The order of business at all members' meetings shall be as follows:

1. Roll Call;
2. Proof of notice of meeting or waiver thereof;
3. Reading of minutes or preceding meeting and acting thereon, unless dispensed with by unanimous consent;
4. Report of Board of Directors, if any;
5. Reports of officers, if any;
6. Reports of committees, if any;
7. Election of Directors, if any;
8. Unfinished business, if any, and
9. New business, if any.

The order of business at any meeting may, however, be changed by the vote of a majority of voting members or by their unanimous consent.

2.12 Voting

Each member shall be entitled to one vote on each matter properly submitted to the members for their vote. Voting may be conducted by the use of authorized communications equipment or at a meeting of the members. The affirmative vote of a majority of the members of the board shall be necessary for the authorization of the taking of any action voted upon by the members. If only a quorum is present at a meeting, then a two-thirds (2/3) majority vote of all members at such meeting is necessary to authorize any Board action.

2.13 Proxy

Members may appoint a proxy, who shall be a member of the Board, to cast their votes on any matter, except for an action of the board as to removal of an officer of director. Such appointment shall be in writing and delivered to the Chair of the Board.

2.14 Membership Book

The Upper Arlington Community Foundation shall keep a membership book containing the name and address of each member, the date of admission to membership, and the class of membership to which each belongs, if any. If a member should terminate his or her membership, such fact and the date of termination shall be recorded in the membership book.

2.15 Meetings Held Through Authorized Communications Equipment

Any meeting may be held through the use of authorized communications equipment, provided all persons participating in such meetings can read or hear the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate with those present at the meeting. Such participation in a meeting shall constitute presence at the meeting.

2.16 Action Without Meeting

Any action which may be authorized or taken at a meeting of the Board of Directors may be taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by a majority of the Board of Directors or such higher proportion as the action expressly requires. For purposes of this section, a signed writing shall include any original document bearing the signature of a Board of Director, a telecopy sent by and bearing the signature of a Board of Director, or an electronic mail transmission created and sent by a Board of Director which sets forth his or her name in such a manner so as to logically evidence his or her intent to sign the transmission.

Any such writings shall be filed with or entered upon the records of the Upper Arlington Community Foundation.

2.17 Distributions

The Board shall have the right to recommend distributions of income and principal of the assets of the Upper Arlington Community Foundation. Any such recommendations shall be approved by a two-thirds majority of the Board and shall be in writing. The Board delegates this approval for donor-directed funds, by a two-thirds majority, to the Executive Committee, unless revoked. The Executive Committee shall approve distributions from a donor-directed fund by a majority vote.

ARTICLE 3

Directors

3.1 General Powers of Directors

The powers of the Upper Arlington Community Foundation shall be exercised, its business and affairs shall be conducted, and its property shall be controlled by the Board of Directors, except as otherwise provided by the law of Ohio, the articles, or these regulations.

3.2 Number and Qualifications

The number of Directors shall be not less than nine (9) and not more than eighteen (18) members. The number of Directors may be fixed or changed at a meeting of the members called for the purpose of electing Directors by the affirmative vote of a majority of the members which are represented at the meeting and entitled to vote on such proposal, but no such reduction in

number of Directors shall itself have the effect of shortening the term of any incumbent director. Such Directors shall represent a cross section of the Upper Arlington community.

3.3 Public Official

No elected or appointed City of Upper Arlington City Council member shall serve as a Board member, except as provided in 2.2.

3.4 Compensation and Expenses

The Directors shall serve without compensation. Directors may be reimbursed for their reasonable expenses incurred in the performance of their duties, including the expense of traveling to and from meeting of the board, if such reimbursement is authorized by two-thirds (2/3) of them.

3.5 Election of Directors

At each meeting of the members for the election of Directors at which a quorum is present, the persons receiving the greatest number of votes shall be the Directors. The Directors may be divided into classes which may have staggered terms of office, if authorized, by the Board of Directors.

3.6 Terms of Office

Unless a Director shall earlier resign, is removed as hereinafter provided, dies, or is adjudged mentally incompetent, each Director shall hold office for a three (3) year term, with the potential for re-election for up to one (1) additional three (3) year term, unless the Board of Directors, by a majority vote, requests a Director to serve a third three (3) year term and at the beginning of what would be the Director's third term, there are no more than twenty percent (20%) of the Board serving a third term. Notwithstanding the foregoing, if a Director has served two consecutive full three (3) year terms, without a request for a third term, or served any part of three consecutive terms, such Director may not be re-elected as a Director until he or she has been off the Board of Directors for two (2) full years. The foregoing shall not be applicable to ex officio board members appointed pursuant to 2.2.

3.7 Resignations

Any member may resign at any time by giving written notice to the Chair of the Board, and, unless otherwise specified, such resignation shall be effective upon delivery to the Chair of the Board.

3.8 Vacancies

A vacancy in the Board of Directors may be filled by a two-thirds (2/3) vote of the remaining Directors. Members entitled to elect Directors may elect a director to fill any vacancy in the Board (whether or not the vacancy has previously been temporarily filled by the remaining Directors) at any members' meeting called for that purpose.

3.9 Removal of Directors

Any Director may be removed, either with or without cause, at any time, by the Board of Directors at any meeting, the notices (or waivers of notices) of which shall have specified that such removal action was to be considered. The Board, by a two-thirds majority vote of members present, may remove any Director from his/her office at any time whenever, in its judgement the best interest of the Upper Arlington Community Foundation will be served thereby. Members shall not appoint a proxy to cast their votes. The affected Director shall be excluded from the decision. The vacancy in the Board of Directors caused by any such removal may be filled by the members at such meeting.

3.10 Committees

The Board may, by resolution, designate an Executive Committee and/or one or more other ad hoc committees (e.g. finance, audit, investment committees), each of which shall consist of no less than three (3) members, which ad hoc committee shall have and exercise the authority of the Board to the extent provided in such resolution. The designation of such ad hoc committee and the delegation thereto of such authority shall not operate to relieve the Board, or any individual member, of any responsibility imposed by law. Each ad hoc committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board. The Board may not delegate to each such ad hoc committee any of the authority of the Board for filling vacancies on the Board or in any other committee. The Board may designate any individual, who resides or works in Upper Arlington, to serve on an ad hoc committee.

ARTICLE 4

Officers

4.1. Number and Titles

The officers of the Board shall include a Chair, a First Vice chair, a Second Vice Chair, a Treasurer and a Secretary.

4.2. Election, Terms of Office, Qualifications, and Compensation

The officers of the Board shall be elected by a majority of the Board members, from among themselves, at the annual meeting of the Board. The officers of the Board shall serve a two (2) year term. Any vacancies occurring in any of these offices shall be filled by the unexpired term.

4.3 Additional Officers, Agents, Etc.

In addition to the officers mentioned in 4.2, the Upper Arlington Community Foundation may have such other officers, agents, and committees as the Board of Directors may deem necessary and may appoint, each of whom or each member of which shall hold office for such period, have such authority, and perform such duties as may be provided in these regulations or as the board may from time to time determine. The Board of Directors may delegate to any officer or committee the power to appoint any subordinate officers, agents, or committees. In the absence of any officer, or for any other reason, the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, the powers and duties, or any of them of such officer to any other officer, or to any director.

4.4 Removal

Any officer may be removed, either with or without cause, at any time, by the Board of Directors at any meeting, the notices (or waivers of notices) of which shall have specified that such removal action was considered. The Board, by a two-thirds majority vote of members present, may remove any officer from his/her office at any time whenever, in its judgement the best interest of the Upper Arlington Community Foundation will be served thereby. Members shall not appoint a proxy to cast their votes. The affected officer shall be excluded from the discussion.

4.5 Resignations

Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.6 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled in the manner prescribed for regular appointments or elections to such office.

4.7 Powers, Authority, and Duties of Officers

Officers of the Upper Arlington Community Foundation shall have the powers and authority conferred and the duties prescribed by law, in addition to those specified or provided for in the other sections of this Article 4.

4.8 The Chair of the Board

The Chair shall be the chief executive officer of the Board and shall call and preside at all meetings, The Chair shall provide leadership to the Board and its other committees, work closely with other officers in carrying out approved programs and policies, and maintain communications to ensure proper evaluation of performance. The Chair shall have such other authorities and duties

as are delegated by the Code of Regulations or as may be delegated from time to time by the Board.

4.9 The Vice Chairs

The First Vice Chair shall, in the absence of the Chair, perform the duties of the Chair and while so acting, the First Vice Chair shall have all powers and authorities of, and shall be subject to the restrictions upon, the Chair. The First Vice Chair shall have such other authorities and duties as are delegated by the Chair or as may be delegated from time to time by the Board or Chair. The Second Vice Chair shall oversee the recruiting and training of Board members and selecting and nominating of a slate of officers. The Second Vice Chair shall have such other authorities and duties as are delegated by the Code of Regulations or as may be delegated from time to time by the Board or the Chair.

4.10 The Treasurer

The Treasurer shall have supervision of all funds of the Upper Arlington Community Foundation. The Treasurer shall have such other authorities and duties as are delegated by the Code of Regulations or as may be delegated from time to time by the Board or the Chair.

4.11 The Secretary

The Secretary shall take or cause to be taken minutes of all meetings of the Board. The Secretary shall be the custodian of all records and reports of the Board. The Secretary shall have such other authorities and duties as are delegated by the Code of Regulations or as may be delegated from time to time by the Board or the Chair.

4.12 The Past Chair

The past Chair shall serve as an Ex. Officio Member pursuant to Section 2.2 for a one (1) year term.

4.13 Execution of Instruments

The Board of Directors, except as in these Regulations otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Upper Arlington Community Foundation, and such authority may be general or confined to a specific instance; and unless so authorized, no officer, agent, or employee shall have any power of authority to bind the Upper Arlington Community Foundation by any contract or engagement or to pledge its credit and to render it liable pecuniarily for any purpose or in any amount.

ARTICLE 5

Examination of Books by Members

The Board of Directors may take reasonable rules prescribing under what conditions and regulations the books, records, accounts, and documents of the Upper Arlington Community Foundation, or any of them, shall be open to the inspection of the member.

ARTICLE 6

Seal

The Upper Arlington Community Foundation shall have no seal unless the Board of Directors shall amend this Code of Regulations to provide for one.

ARTICLE 7

Amendment of Regulations

These regulations may be amended or added to or repealed and superseded by a new Code of Regulations, at any annual or special meeting of members the notice (or waivers of notice) of which the intention to consider such amendment, addition, or repeal is stated, by the affirmative vote of at least two-thirds of the members. Written notice of the proposed amendment shall be given to each Board member either by personal delivery, mail, telegram, fax, or e-mail at least (30) days prior to any action on the proposed amendment.

ARTICLE 8

Dissolution

The decision to dissolve, terminate and/or cease operations of the Upper Arlington Community Foundation must be approved by the unanimous vote of all members of the Board. In the event that the Upper Arlington Community Foundation be dissolved, terminated or ceased, the assets of the Upper Arlington Community Foundation shall be conveyed to such an organization(s) within Upper Arlington which promotes the general purpose for which the Upper Arlington Community Foundation or donor-directed funds were formed, and provided that such an organization(s) qualifies as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE 9

Calendar Year

The Upper Arlington Community Foundation shall operate on a calendar year basis.

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