

**AMENDED AND RESTATED BYLAWS OF  
SAD BEE, INC.**

**Name**

The name of the Corporation is Sad Bee, Inc., registered to do business in the State of Ohio as “Hive13” (the “Corporation”).

**Purposes**

1. The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time-to-time (the “IRS Code”).
2. The Corporation’s mission is to promote technology, art, craftsmanship, and creativity through education and collaboration.

**Membership**

**Membership Classes**

1. Student Member

- a) Student Members shall have the rights and responsibilities of Full Members;
- b) Valid school credentials must be verified by a member of the Board of Directors (the “Board”) or an Officer; and
- c) Dues shall be \$13.37 per month.

2. Full Member

Full Members have the right to:

- a) A key or other method of entry to the physical workspace;
- b) Twenty-four-hour access to the physical workspace;
- c) Reasonable inspection rights of corporate records;
- d) A Member may apply for a single complimentary membership per approval by the Board. This person must complete an application, be over 18 and is typically a family member, spouse, or other domestic partner. This membership will remain active as long as the primary membership is maintained;

- e) Store a reasonable amount of equipment at the physical workspace; and
  - f) Dues shall be \$50 per month.
3. Cornerstone Member
- a) Cornerstone Members shall have all rights and responsibilities of Full Members; and
  - b) Dues shall be \$100 per month.
4. Contributor
- a) Contributors are not Members and do not receive any rights or privileges afforded to Members; and
  - b) Contributors are recognized and thanked for their contributions.

### **Eligibility**

1. In order to be a Member, a person must apply via the membership application, support the purpose and scientific goals of the Corporation, and must pay the monthly membership fee.
2. Any eligible person may be approved as a Member, at any meeting with any Director or Officer to complete the membership application form and waiver of liability. The official membership application must be signed by two Officers or Directors. Upon payments of their first periodic dues their membership is validated.
3. Members must be at least 18 years of age.

### **Rights and Responsibilities**

1. All Members shall have the right to:
  - a) Vote on:
    - 1) The election of Directors and Officers;
    - 2) Any merger and its principal terms;
    - 3) Any election to dissolve the Corporation; and
    - 4) Any issue put before the Membership.
  - b) Voice their opinion and vote their preference or abstain from voting about the affairs of the Corporation; and

- c) Any other rights granted by resolution of the Board or provided by law.
2. All Members shall be responsible for:
- a) Timely payment of monthly dues;
  - b) Providing their current address, contact information, and preference for electronic receipt of communications;
  - c) Thoughtfully contributing to the Corporations' direction and policies;
  - d) Continuing to support the purposes of the Corporation;
  - e) Obeying any rules set forth by the Board, such as a noise curfew; and
  - f) Returning any and all property of the Corporation to any Officer or Director upon cessation of Membership for any reason.

### **Termination of Membership**

1. A person ceases to be a Member of the Corporation;
- a) By delivering their resignation in writing, electronically, or via postal mail to the Board.
  - b) On their death;
  - c) On having their Membership terminated; or
  - d) On not having been in good standing for three (3) consecutive months, except by special arrangement at the discretion of the Board.
2. Resignation shall not relieve a Member of unpaid dues or other monies owed to the Corporation.
3. Membership may be terminated with or without cause at a Special Meeting of the Members, who are currently serving as Directors or Officers, called for such purpose, which meeting may be called by at least two (2) Directors and/or Officers, by a resolution passed by at least two-thirds (2/3) of all the Members currently serving as Directors or Officers.
- a) Notice of termination shall be given by any method reasonably calculated to provide actual notice to the Member at least three (3) days prior to the effective date of such termination;
  - b) The notice of termination must include arrangements to remove the Member's possessions from Hive13; and

- c) The Member shall be given an opportunity to be heard at a Special Meeting of the Members, who are currently serving as Directors or Officers, called for such purpose, or in writing, in a statement delivered to the President, at least three (3) days before the effective date of the proposed termination. Following, which the Members, who are currently serving as Directors or Officers, shall decide at a Special Meeting of the Members, who are currently serving as Directors or Officers, called for such purpose, whether or not to terminate such Member's membership. In the event that such Member whose membership has been proposed to be terminated is a Director or Officer, such Member shall leave (if present) and not participate in the Special Meeting at which such Member's termination is being decided.
4. Membership may also be terminated with or without cause by a resolution passed by more than three quarters (3/4th) of the necessary quorum at a Special Meeting of the Members called for such purpose.
  - a) Notice of the resolution of termination shall be given by any method reasonably calculated to provide actual notice to the Member at least three (3) days prior to the Special Meeting date called to vote on the termination;
  - b) The notice of a Special Meeting for termination must be accompanied by the resolution to be voted in the meeting;
  - c) The Member shall be given an opportunity to be heard, either orally, at a Special Meeting of the Members called for such purpose, or in writing, in a statement delivered to the President, at least three (3) days before the effective date of the proposed termination;
  - d) The hearing shall be held, or the written statement considered, by the Membership; and
  - e) The Membership shall then vote on whether the Member is to be terminated, provided; that, the Member whose membership has been proposed to be terminated shall leave (if present) and not participate in the Special Meeting of the Members at which such termination is being voted on.
5. The Corporation reserves the right to limit membership based on the capacity of the space.
6. Upon resignation or termination, Members shall also have their rights and responsibilities revoked.
  - a) Terminated Members shall be entitled to a pro-rated refund of any membership dues paid for the period after which the termination takes effect; and
  - b) At the discretion of the Board, terminated Members may be forbidden to enter the Corporation's premises. Arrangements to retrieve such Member's personal property under supervision shall be made with the consent of any Officer or Director.

## **Suspension of Membership**

1. Membership may be suspended for any amount of time up to one hundred eighty (180) days without cause by a resolution passed by a majority of a quorum of Members currently serving as Directors or Officers.
2. Membership may be suspended for any amount of time up to seventy-two (72) hours without cause with the approval of at least two (2) Officers or Directors. During this period, the suspending Officers or Directors may require the suspended Member to vacate the Corporation's premises.
3. Suspensions may also be lifted, temporarily or permanently, by a majority vote of a quorum of the Board, or by a vote of the Membership passed by more than three-quarters (3/4) of the necessary quorum at a Special Meeting of Members. As a condition of lifting a suspension, that Member may be required to go through the membership application process as a new member.
4. Suspended Members shall also have their rights and responsibilities suspended for the duration of their suspension.
  - a) Suspended Members shall be entitled to a pro-rated refund of any membership dues paid for the period of the suspension. Dues do not accrue during a suspension; and
  - b) At the discretion of the Board, the suspended Member may be forbidden to enter the Corporation's premises during the suspension. Arrangements to retrieve such Member's personal property under supervision shall be made with the consent of any Officer or Director.

## **Dues**

1. The first month's dues shall be the full amount specified above in the Members Section of these bylaws.
2. The Board and elected Officers are responsible for ensuring the dues for Members are such that the Corporation shall be financially sustained. If changes to the dues are necessary, the Board and elected Officers shall submit the changes for a vote by the Membership.
3. All Members are in good standing except a Member who has failed to pay their current monthly dues, or any other subscription or debt due and owing by the Member to the Corporation, and the Member is not in good standing so long as the debt remains unpaid.

## **Warden Members**

1. Wardens are active Members who want to become experts of Hive13 and lead the Hive13 mission. Wardens are able to effectively offer advice, teach users how to properly and safely use the machines, maintain the space, and directly request replacements or improvements to

items in the space. The increased responsibility of these Members comes with the benefit of a discount off of the Membership fee and direct access to funds for improvement of the space.

2. The Chief Operating Officer (COO) is responsible for managing the Wardens. The COO's duties include, but are not limited to, the following:

- a) Ensuring that Wardens are respecting Hive13;
- b) Approval of requests for the Warden Budget; and
- c) Holding short monthly progress meetings with the Wardens.

3. Warden Budget.

A total of \$250 is allocated each month to the Warden Budget, in addition to the discounted membership given to the Wardens. Wardens have direct access to request parts and consumables for the Hive out of the Warden Budget. The COO shall approve all purchase requests and present receipts with a monthly summary to the Treasurer for reimbursement.

4. Eligibility, Discount, and Appointment.

- a) Any Member in good standing for at least the prior four (4) consecutive months may serve as a Warden. The longevity requirement may be waived for a specific Member by an act of the Board;
- b) Wardens are eligible for a discount of one hundred percent (100%) of dues for Student Members and fifty percent (50%) of dues for any other Membership class;
- c) The maximum number of Wardens may be changed at any time by an act of the Board and is eight (8) until such an act is passed. Reducing the maximum number of Wardens does not cause any current Warden to be removed from a Warden position; and
- d) Wardens shall be appointed by the Board and removed, with or without cause, by an act of the Board. The COO is responsible for making appropriate recommendations to the Board for Warden appointments or removal based on the needs of the Corporation.

5. Responsibilities

- a) The COO is responsible for determining the specific breakdown of the various areas and the individual duties of each Warden.
- b) Each Warden is not necessarily limited to one (1) area, nor one (1) Warden per area, and cross-training of Wardens is encouraged. Responsibilities of the Wardens include, but are not limited to, the following:

- 1) Provide at least one (1) reliable form of contact for the mailing list and any other electronic messaging system the Hive provides for its Members;
- 2) Ensure that Hive13 is kept clean;
- 3) Maintain all equipment in Hive13, and ensure broken equipment is repaired. Maintain documentation on Hive13 equipment, including a list of any consumables needed and current status;
- 4) Request Warden Budget funds for parts or consumables as needed;
- 5) Hold public hours at least twice a month for at least two (2) hours each; and
- 6) Provide feedback on how to improve the Warden program.

## **Meetings of the Members**

### **Regular Meetings**

1. Regular meetings of the Membership shall be held weekly.
2. The meeting shall be held at the registered address of the Corporation or at a different meeting place or time as may be designated by Board of Directors.

### **Annual Meetings**

1. An Annual Meeting of the Membership shall be held in the month of July. The President or their delegate shall fix the date, time, and location of such meeting.
2. Notice must be provided of such meeting as provided in the section of these bylaws entitled Notice of Meetings.
3. The date and time can be changed by the procedures for a vote of the Membership, as defined in these bylaws.
4. Annual Meetings of the Membership exist in order to:
  - a) Comply with legal requirements;
  - b) Elect Directors;
  - c) Elect all Officers;
  - d) Review and vote on the standing rules and policies of the Corporation;

- e) Receive reports on the budget and activities of the Corporation, approve the budget and determine the direction of the Corporation in the coming year;
  - f) Update these bylaws if deemed necessary to do so, and
  - g) Any other issues that Members have placed before the Membership to be discussed at the Annual Meeting, pursuant to the proposal and voting rules stated in these bylaws for Voting.
5. Decisions will be made by the affirmative vote of a majority of the Members, except for changes to the bylaws which must be passed by the affirmative vote of two-thirds (2/3rds) of the Members.
  6. The quorum for the Annual Meeting, shall be fifty percent (50%) of the Membership. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

### **Special Meetings**

1. The Board or five percent (5%) or more of the Members may call a Special Meeting of the Members at any time.
2. Notice must be provided of such meeting as provided in the section of these bylaws entitled Notice of Meetings.

### **Notice of Meetings**

1. Notice of Annual Meetings shall be given at least ten (10) days but no more than sixty (60) days before the meeting date.
2. Notice of Special Meetings shall be given at least seventy-two (72) hours but no more than ten (10) days before the meeting date.
3. Regular Meetings do not require any notice unless the time or place has changed.
4. Any notice sent of Special Meetings shall state the nature of the business to be transacted by the Members.
5. For a meeting where elections are held, the notice shall state the names of all persons who are nominees for office.
6. Announcements regarding changes to the meeting date, time, or venue shall be made to the entire Membership with a minimum of forty-eight (48) hours' notice.
7. Notice may be provided to the e-mail address of each Member on record with the Corporation, or any other method approved by a vote of the Membership.

## **Remote Attendance and Voting**

1. Members may participate in a meeting through use of conference telephone, electronic video communication, electronic chat, or other communications equipment so long as all of the following apply:
  - a) Each Member participating in the meeting can communicate with all of the other Members;
  - b) Each Member is provided with the means of participating in all matters under consideration, including the capacity to propose, or to interpose an objection to a specific action to be taken by the Corporation; and
  - c) The Corporation verifies that:
    - 1) A person communicating by telephone, electronic video screen, or other communications equipment is a Member with voting privileges, and
    - 2) All motions, votes, or other actions required to be made by a Member were actually made by a Member and not by someone who is not entitled to participate as a Member.
2. Votes by the Members may not be made by proxy. Members must attend the meeting of the Members, either in person or remotely as set forth above, in order to vote on matters placed before the Members.

## **Voting**

1. All issues requiring a vote, except when otherwise specified as a vote of the Membership in these bylaws or required by law, shall be decided by the affirmative vote of more than one half (50%) of the Members voting online or present at any Meeting.
2. Any Member may abstain from any vote. In this case, that Member shall count towards quorum on an issue but shall not count towards determining the minimum number of votes needed to pass that issue.
3. Quorum for a vote of the Membership shall require the attendance of at least half (50%) of the existing Membership on the day of the vote.
4. For the purposes of calculating the quorum, properly submitted proxy statements as well as votes submitted as described in the section Remote Attendance shall count as attendance.

## **Directors**

### **Number**

1. The Board shall consist of five (5) Members.

2. All Directors must be a Full Member or equivalent of the Corporation as defined in these bylaws.
3. Each Director shall serve a one (1) year term from the time of their election until their successor is elected and qualified.

### **Director Responsibilities**

The duties of the Directors shall include the authority to:

1. Uphold and advance the purposes of the Corporation.
2. Manage and control the affairs, contracts, funds and property of the Corporation,

The Directors may delegate their authority to fulfil all roles required by Ohio and Federal law and these bylaws.

### **Eligibility**

In order to be eligible to be nominated as a Director, a person must be a Full Member (or equivalent) as defined in these bylaws for three (3) consecutive months.

### **Nomination**

1. Any qualified Member has the right to nominate an eligible person for office.
2. Any qualified Member has the right to nominate themselves.
3. Only the nominated candidate can un-nominate themselves.
4. All nominations for Director positions are due one (1) week before the Annual Meeting of the Members.
5. If only one (1) person is timely nominated to run for an office and accepts such nomination, they shall run unopposed.
6. If no person is timely nominated to run for an office, nominations for that position may be made at the Annual Meeting of the Members, in person, before the vote. If nobody is nominated in this way, the incumbent may choose to continue in the position.
7. In the event that there is an unfilled, Director position, the Board may appoint an interim Director that shall serve until a replacement Director is properly elected.

## **Elections**

1. Elections for Directors shall take place at the Annual Meeting of the Members.
2. Election of all Director positions shall be by procedures in these bylaws for Voting. In the event of a tie for the position of Director, any nominee for a Director position who holds a Warden position shall be disqualified. If a tie persists after the elimination of nominee for a Director position, who is a Warden, the selection shall be made by random lot from the tied nominees.
3. If there is more than one (1) candidate for the position of Director, the candidate who receives the five (5) highest vote tallies shall be elected.

## **Resignations and Terminations**

1. Any Director may resign at any time by written notice delivered to the Board.
2. A resignation is effective when the notice is delivered unless the notice specifies a future date.
3. Any Director may be terminated with cause in their role with or without cause by resolution passed by the affirmative vote of a majority of the Membership.
4. Nominations for Members to run to replace the Director who has resigned or been terminated shall open when the officeholder tenders their resignation and remain open for one (1) week.
5. Members, at a Special Meeting of the Members, called for such purpose, shall elect the replacement Director among the candidates who have been nominated and accepted their nomination using the Voting procedures in these bylaws.
6. The replacement's term shall last until the next Annual Meeting of the Members.

## **Compensation**

A Director must not be remunerated for being or acting as a Director but:

1. A Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Corporation, and
2. The Corporation may provide insurance and indemnity as permitted by law.

## **Meetings of the Board**

## **Regular Meetings**

1. Regular meetings of the Board shall be held Monthly.
2. The meeting shall be held at the registered address of the Corporation or at a different meeting place or time as may be designated by the affirmative vote of three fifths (3/5<sup>th</sup>) of the Board as defined in these bylaws.

## **Special Meetings**

1. The Chairperson of the Board or two (2) of the five (5) members of the Board may call a Special Meeting of the Board at any time.
2. Notice must be provided of such meeting as provided in the section of these bylaws entitled Notice of Meetings.

## **Notice of Meetings**

1. Notice of any meeting of the Board, unless a specific date is designated for Regular Meetings shall be given at least five (5) days before the meeting date.
2. Any notice sent of Special Meetings shall state the nature of the business to be transacted by the Board.
3. Notice may be provided to the e-mail address of each Director on record with the Corporation, or any other method approved by a vote of the Board.

## **Remote Attendance**

3. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, electronic chat, or other communications equipment so long as all of the following apply:
  - a) Each member of the Board participating in the meeting can communicate with all of the other members; and
  - b) Each Director is provided with the means of participating in all matters under consideration, including the capacity to propose, or to interpose an objection to a specific action to be taken by the Board.
4. Votes by the Directors may not be made by proxy. Directors must attend the meeting of the Board, either in person or remotely as set forth above, in order to vote on matters placed before the Board.

## **Voting**

5. All issues requiring a vote, except when otherwise specified in these bylaws or required by law, shall be decided by the affirmative vote of more than one half (50%) of the Directors present at any meeting where a quorum is present.
6. Any Director may abstain from any vote. In this case, that Director shall count towards quorum on an issue but shall not count towards determining the minimum number of votes needed to pass that issue.
7. Quorum for a vote of the Board shall require the attendance of at least half (50%) of the Directors on the day of the vote.
8. For the purposes of calculating the quorum, properly submitted proxy statements as well as votes submitted as described in the section Remote Attendance shall count as attendance.

## **Elected Officers**

### **Officers**

The Officers of the Corporation shall consist of a President, a Secretary, a Treasurer, a Chief Technical Officer, a Chief Operations Officer, and such other Officers as the Board may from time to time deem advisable. Any Officer may be but is not encouraged to be a Director of the Corporation.

### **President**

1. The President serves as a representative of the Corporation to the public and in all functions where a President may be called for law or any other outside requirements.
2. The President shall organize, preside over, and set the agenda for all meetings of the Membership and of the Board.
3. The President is responsible for enforcing the rules of meeting procedure as detailed in these bylaws.
4. The President shall facilitate communication between the Membership at large, the Officers, and the Board.

### **Secretary**

1. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board and its committees.
2. The Secretary shall supervise the giving of such notices as may be proper or necessary.
3. The Secretary shall supervise the keeping of the minute books of this Corporation.

4. The Secretary shall be responsible for recording all minutes of all official meetings of the Membership and the Board in the Corporation's permanent records.

### **Treasurer**

1. The treasurer is responsible for monitoring all financial assets of the Corporation. This includes, but is not limited to:
  - a) Keeping record of the organization's budget;
  - b) The collection of membership dues from Members;
  - c) The payment of rent and utilities from any space leased by the Corporation;
  - d) The disbursement and reimbursement of funds authorized to be spent under the procedures detailed in these bylaws; and
  - e) Preparing financial reports to the Board.
2. The Treasurer is responsible for making sure that the Corporation files its annual reporting and any other papers required to maintain legal nonprofit status under the laws of the State of Ohio or Federal Law.

### **Chief Technical Officer**

The Chief Technical Officer is responsible for ensuring the maintenance and consistency of the technological infrastructure as needed by the Corporation. This includes but is not limited to the website and the internal network of the physical space and expanding it as necessary to adjust to the needs of the Corporation.

### **Chief Operations Officer**

1. The Chief Operations Officer is responsible for managing the safety, security, and tidiness of the physical space.
2. The Chief Operations Officer is responsible for providing logistical support to events such as meetings, classes, workshops, and parties.
3. The Chief Operations Officer is responsible for managing the Warden program.

### **Officer Duties**

1. In their areas of responsibility, Officers are expected to build consensus and work toward the goals of the Corporation and its Members.

2. Officers may enlist the help of other Members and non-members in meeting their responsibilities.
3. At the end of their term, Officers are expected to facilitate the transition process by training the newly elected Officers and helping them become familiar with any day-to-day duties that are not explicitly described in the bylaws or otherwise.

### **Eligibility**

In order to be eligible to be nominated as an Officer, a person must be a Full Member (or equivalent) as defined in these bylaws for three (3) consecutive months.

### **Nomination**

1. Any qualified Member has the right to nominate an eligible person for office.
2. Any qualified Member has the right to nominate themselves.
3. Only the nominated candidate can un-nominate themselves.
4. All nominations for Officer positions are due one (1) week before the Annual Meeting of the Members.
5. If only one person is timely nominated to run for an office and accepts such nomination, they shall run unopposed.
6. If no person is timely nominated to run for an office, nominations for that position may be made at the Annual Meeting of the Members, in person, before the vote. If nobody is nominated in this way, the incumbent may choose to continue in the position.
7. In the event that there is an unfilled Officer position, the Board may appoint an interim Officer that shall serve until a replacement officer is properly elected.

### **Elections**

1. Elections for Officers shall take place at the Annual Meeting of the Members.
2. Election of all Officer positions shall be by procedures in these bylaws for Voting. In the event of a tie for the position of Officer, any nominee for an Officer position who holds a Warden position shall be disqualified. If a tie persists after the elimination of the person nominated for an Officer position, who is a Wardens, the selection shall be made by random lot from the tied nominees.
3. If there is more than one (1) candidate for the position, the candidate who obtains the highest number votes from voting Members present shall be elected.

## **Resignations and Terminations**

1. Any Officer may resign at any time by written notice delivered to the Board
2. A resignation is effective when the notice is delivered unless the notice specifies a future date.
3. Any Officer may be terminated in their role with or without cause by resolution passed by the affirmative vote of a majority of the Membership.
4. Nominations for Members to run to replace the Officer who has resigned or been terminated shall open when the officeholder tenders their resignation and remain open for one (1) week.
5. Members, at a Special Meeting of the Members, called for such purpose, shall elect the replacement among the candidates who have been nominated and accepted their nomination using the Voting procedures in these bylaws.
6. The replacement's term shall last until the next Annual Meeting of the Members.

## **Term**

The term for each elected Officer shall be for a period of one (1) year and shall expire at the next Annual Meeting of the Members.

## **Committees**

1. Committees may be formed by the Membership at large at any time, provided:
  - a) The committee shall exercise only that power delegated to it by the Board.
  - b) The committee does not undertake any action that can jeopardize the legal status of the Corporation; and
  - c) The committee does not undertake any action that can jeopardize the safety or security of the Membership of the Corporation.
2. A Chairperson for the committee may be chosen from among the committee members.
3. Officers and Directors may serve as committee chairpersons.
4. Committees will be expected to provide updates on their activities to the Membership via reports at the weekly meetings, updates via the mailing list, or any other effective method that the committee deems appropriate.

5. Meetings of committees may be held with notice provided to each committee member at least three (3) day prior thereto, at such time and place as shall from time-to-time be determined by the committee.
6. The committees of the Corporation shall keep regular minutes and report these minutes to the Membership, the Officers, and the Board.

## **Books, Records, and Reports**

### **Annual Report**

The Corporation shall send an annual report to the Members of the Corporation not later than six (6) months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books of the Corporation, and in conformity with generally accepted accounting principles applied on a consistent basis.

### **Permanent Records**

The Corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings, and Membership of the Corporation. Such records shall be kept at the registered office or the principal place of business of the Corporation. Any such records shall be in written form or in a form capable of being converted into written form.

### **Inspection of Corporate Records**

Any person who is a Member of the Corporation shall have the right at any reasonable time and on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation. Upon the written request of any Member, the Corporation shall mail such a Member a copy of the most recent balance sheet and revenue disbursement statement.

### **Fiscal Year**

The fiscal year of the corporation shall be the period selected by the Board as the tax year of the Corporation for federal income tax purposes.

### **Corporate Seal**

The Board may adopt, use, and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such documents.

## **Indemnification**

1. The Corporation shall indemnify each current Director, Officer and committees members and each former Director, Officer, committee member, and each person who may have served at the Corporation's request as a Director or Officer of any other corporation, partnership, joint venture, trust or other enterprise (the "Indemnitee") to the greatest extent permitted by the Ohio Nonprofit Corporation Law, with respect to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature, to which the Indemnitee is or was a party by reason of the fact that the Indemnitee is or was a Director or Officer of the Corporation, or by reason of the fact that the Indemnitee is or was serving at the Corporation's request as aforesaid. Indemnification hereunder shall include all expenses including attorneys' fees, judgments, fines and amounts paid in settlement, if such expenses were actually and reasonably incurred by the Indemnitee in connection with such action, suit or proceeding, provided that 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 proceedings, if he or she had no reasonable cause to believe that their conduct was unlawful.
2. Such expenses paid by the Corporation in advance of the final disposition of such action, suit or proceeding, promptly as they are incurred, but only upon receipt of a written agreement signed by or upon behalf of the Indemnitee to repay such amounts if it is ultimately determined that the Indemnitee by clear and convincing evidence, in a court with jurisdiction that the act or omission of such party was one undertaken with a deliberate intent to cause injury to the Corporation or was one undertaken with a reckless disregard for the best interests of the Corporation.
3. In addition, the Corporation may indemnify or agree to indemnify any person who is or was a party to, or who is threatened to be made a party to any threatened, pending, or completed action or who is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative in nature, by reason of the fact that such person is or was an employee, agent or volunteer of the Corporation, or by reason of the fact that such person is or was serving at the request of the Corporation as an employee, agent or volunteer or any other corporation, partnership, joint venture, trust or other enterprise subject, however, to the limitations imposed by Ohio Nonprofit Corporation Law.
4. The indemnification provided by this Section is not exclusive of and shall be in addition to any other rights to which the Indemnitee may be entitled. Such indemnification shall continue as to persons who have ceased to be, Officers, Directors, members of committees, employees, agents or volunteers, and shall inure to the benefit of the heirs, executors, and administrators of such persons.

## **Amendments**

1. These bylaws shall be amended by a two-thirds (2/3) vote of the Membership present at any Annual or Special Meeting provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each Member with the agenda for the meeting, using the procedures stated in the Voting section of these bylaws.
2. In order to be eligible for a vote of the Membership, proposed amendments to these bylaws require the endorsement of five (5) Members, submitted in writing to the Membership at least one (1) week in advance of the meeting at which they will be considered for adoption.

## **Conflict of Interest**

1. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that prevents or may prevent that member from acting on the matter in an impartial manner will be dealt with in accordance with the provisions set forth in the Corporation's Conflict of Interest Policy.
2. Each year, each Director, Officer and Member shall sign a statement that such person has read, understands and will abide by the Corporation's Conflict of Interest Policy. Each year, each such person shall also complete and sign a Conflict of Interest Disclosure Statement.

## **Dissolution**

In the event of the dissolution of the Corporation by the surrender or forfeiture of the charter or otherwise, no distribution of assets is to be made to any Director, Officer, employee, or any person or individual. All property owned, managed, or operated by the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRS Code.

These Amended and Restated Bylaws were approved by a vote of the Board of Directors [●] on [●], 2020.

Witness my hand, in Cincinnati, Ohio, on this [●] day of [●], 2020.

By: \_\_\_\_\_  
[Name]  
[Title]