

**ARTICLES OF INCORPORATION
OF THE
OHIO WOMEN'S LAW ENFORCEMENT NETWORK**

The undersigned, desiring to form a Corporation not for profit under the Ohio Non-Profit Corporation Law, hereby certifies:

ARTICLE I

These Articles of Incorporation shall supersede any existing Articles of Incorporation for Ohio Women's Law Enforcement Network and any amendments thereto.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The place in Ohio where the principle office of the Corporation is to be located in the City of Dublin, 6274 Ottawa Place, County of Franklin, State of Ohio.

**ARTICLE III
PURPOSES AND POWERS**

Purposes

The Corporation is organized and formed for the purpose of engaging in activities designed to support and enhance opportunities for the networking and professional development of its members within the meaning of 501(C)(6) of the Internal Revenue Code of 1986, as amended, including but not limited to expanding and improving a network of law enforcement professionals, enhancing learning opportunities for those employed by law enforcement organizations, building the qualities of leadership and professionalism, supporting law enforcement employees through education and in general advancing the profession through the practice of integrity, all for the benefit of the members as well as the communities the members serve.

Powers

The Corporations purposes as herein stated shall be carried out by its Board of Trustees in a manner that will enable the Corporation to qualify as a professional organization within the meaning of 501(C)(6) of the code. To this end the Corporation shall have the following powers:

- 1) to own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal;
- 2) to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations;
- 3) to receive property by gift, devise, or bequest subject to the laws regulating the transfer of property by will and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other Corporations;
- 4) to enter into contracts with any person, firm, association, corporation, municipality, county, state, or nation or with any agency of any of the foregoing; and
- 5) to perform every act necessary or proper for the accomplishment of the objectives and purposes enumerated or for the protection and benefit of the Corporation.

Limitations

Notwithstanding any powers granted to this Corporation by its Articles of Incorporation or Code of Regulations, or by the laws of the State of Ohio, the following limitations of powers shall apply and be paramount:

- 1) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's professional purposes as herein defined), and no member, trustee, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

- 2) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under 105(C)(6) of the Code.

Dissolution

Upon the dissolution of the Corporation, the Board of Trustees of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all residual assets of the Corporation to one or more organizations described in 501(C)(3) and 170(C)(2) of the Code (or corresponding provisions of any future United States Internal Revenue Law) or to the federal, state, or local government, exclusively for charitable and public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable and public purposes, to such organization or organizations organized and operated exclusively for charitable and public purposes and described in 501(C)(3) and 170(C)(2) of the code (or corresponding provisions of any future United States Internal Revenue Law) as said court shall determine.

**ARTICLE IV
TERM OF CORPORATE EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI
AMENDMENT**

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Members unless a greater vote is mandatory under these Articles or the statutes of the State of Ohio; provided that any amendment will not adversely affect the status of the Corporation as an organization qualifying under 501(C)(6) of the Code.

IN WITNESS WHEREOF, the undersigned has hereunto set her name on this 24th day of October, 1998.

Susan M. Rance, Incorporator

APPOINTMENT OF AGENT

The undersigned, being the Incorporator of Ohio Women's Law Enforcement Network, hereby appoints Kathleen Barton Plesich, a natural person and resident of the State of Ohio as its agent, upon whom any process, voice, or demand required or permitted by statute to be served upon the Corporation may be served. Her complete address is 6274 Ottawa Place, Dublin, County of Franklin, Ohio.

Ohio Women's Law Enforcement Network
By: Susan M. Rance, Incorporator
Columbus, Ohio
Date: April 1, 1999

Ohio Women's Law Enforcement Network

I hereby accept appointment as agent of your Corporation upon whom process, tax notices, or demands may be served.

Kathleen Barton Plesich, Agent
Date: April 1, 1999

**Code of Regulations
Of
Ohio Women's Law Enforcement Network**

**Table of Contents
Topic**

Article I: General	
Name	
Purposes	
Powers	
Article II: Offices	
Article III: Membership	
Classes of Membership	
Membership Fees	
Eligibility	
Rights of Members	
Resignation of Members	
Article IV: Meetings of the Members	
Annual Meetings	
Notice of Annual Meetings	
Place of Meetings	
Special Meetings	
Notice of Special Meetings	
Manner of Acting	
Quorum for a Meeting	
Action of the Members	
Voting by Members	
Action Without a Meeting	
Removal of Members or Officers	
Resolutions	
Article V: Board of Trustees	
General Powers	
Trustee By Laws	
Limitation Clause	
Number, Election, and Tenure	
Resignation	
Removal	
Vacancies	
Annual Meeting	
Regular Meeting	
Special Meetings	
Location of Meetings	
Notice	
Quorum	
Action by Unanimous Written Consent	
Procedure	
Compensation and Expenses	
Article VI: Committees	
Special Committees	
Standing Committees	
Article VII: Officers of the Corporation	
Officers	
Election and Term of Office	
Vacancies	
Powers and Duties	
President	

Topic

- Vice President
- Treasurer
- Secretary
- Removal
- Compensation
- Article VIII: Regions
 - Regional Coordinators
 - Regions
- Article IX: Employees, Agents, and Representatives
 - Employees
 - Agents and Representatives
- Article X: Indemnity of Trustees, Officers, and Employees, Etc.
 - General
 - Effective Indemnity
 - Termination of Action
 - Indemnity
 - Determination of Standards of Conduct
 - Communication of Determination
 - Expenses
 - Scope of Indemnification
 - Insurance
- Article XI: Contracts and Banking
 - Contracts
 - Deposits
 - Checks
 - Loans
- Article XII: Powers of the Corporation
 - Powers
 - Limitations of Powers
- Article XIII: Accounting Year and Audit
 - Accounting Year
 - Audit
- Article XIV: Miscellaneous
 - Books and Records
 - Annual Submissions
 - Loans to Officers and Trustees Prohibited
 - Rules
 - Terms of Existence
 - Dissolution of the Corporation
 - Merger or Consolidation
- Article XVII: Amendments
 - Amendments Permitted
 - Proposed Amendments

**CODE OF REGULATIONS
OF
OHIO WOMEN'S LAW ENFORCEMENT NETWORK**

ARTICLE I: GENERAL

Name

The name of this corporation shall be known as Ohio Women's Law Enforcement Network ("the Corporation").

Purposes

The Corporation Shall have such non-profit purposes as are now, or may hereafter, be set forth in its Articles of Incorporation.

Powers

The Corporation shall have such powers as are now, or may hereafter, be granted by the Nonprofit Corporation law of the State of Ohio, by the Corporation's Articles of Incorporation, or by this Code of Regulations.

**ARTICLE II
OFFICES**

Offices

The principle office of the Corporation shall be in the City of Dublin, County of Franklin, Ohio, or at such other place as the Board of Trustees may from time to time appoint or as the activities of the Corporation may require.

**ARTICLE III
MEMBERSHIP**

Classes of Membership

The Corporation shall have four classes of members: active, associate, honorary life and honorary.

- 1) Active. All full-time law enforcement officers or organizations with the power of arrest who are paid by or funded through public funds of any municipality, county, township, or state are eligible for active membership in this Corporation. Members in good standing who are persons, after retirement from active duty, have the privilege of continuing as active members by payment of annual dues. Any active member may, upon payment of \$250 (two hundred fifty dollars) become an active life member. Nothing in these provisions shall be construed to exclude from active membership any person already having the status of active member as of the date of adoption of this Code of Regulations.
- 2) Associate. All retired law enforcement officers, all part-time law enforcement officers (paid by public funds) and any individual who by training, experience, or other professional attainments in law enforcement work, as determined by the Membership Committee, including those publicly employed in other areas of police work, may become associate members of this corporation. Associate members shall have all privileges of an active membership except that of holding office.
- 3) Honorary Life. Any active member who shall have served the purposes of this Corporation with honor and distinction may be elected an honorary life member upon recommendation of the Executive Committee at any regular meeting of the Corporation by a vote of two-thirds of the members present. An honorary life member shall be exempt from payment of dues, and shall have all the rights and privileges of an active member except that of holding office.
- 4) Honorary. Persons of distinction whose vocations and interests are similar to women in law enforcement, upon the recommendation of the Executive Committee at a regular meeting of the Corporation, may be elected to honorary membership by a vote of two-thirds of the members present. Applications for honorary membership shall have all the rights and privileges of active members except those of holding office and of voting and shall be exempt from payment of dues.

Membership Fees

Members shall pay such membership dues and other fees as the Board of Trustees determines are appropriate from time to time.

Eligibility

Eligibility of future members shall be determined by the Membership Committee. The status of a member as of the date of the adoption of this Code of Regulations will not change.

Rights of Members

Except as qualified by definitions of membership above, the right of a member to vote and all rights, title, and interest in or to the Corporation shall cease on the termination of membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

Resignation of Members

Any member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation.

**ARTICLE IV
MEETINGS OF THE MEMBERS****Annual Meetings**

The annual meeting of the Members, commencing with the year 1997, shall be held on the second Monday of September, commencing with the year 1997, on such date as shall be specified by the Board of Trustees, or at such other date and time within ninety (90) days thereafter as shall be designated from time to time by the Board of Trustees and stated in the Notice of the Meetings. At the first Annual Meeting of the Members, the Members shall elect or appoint the members of the Board of Trustees to serve in place of those named in the Articles of Incorporation of the Corporation. At each subsequent Annual Meeting of the Members, the Members shall elect members of the Executive Committee and the Board of Trustees who are being elected in place of those Trustees whose terms are expiring in that year. The total number of Trustees shall be a multiple of and not less than three. The trustees shall be elected from among the individual representatives appointed to serve for the Members in accordance with the Articles of Incorporation and this Code of Regulations.

The members shall transact such other business as may properly be brought before the meeting. At least one session of each annual meeting shall be devoted entirely to the business affairs of the Corporation.

Notice of Annual Meeting

Notice of the time, place, and purpose or purposes of the annual meeting shall be served either personally by mail, not less than 10 but not more than 50 days before the meeting upon each person who appears upon the books of the Corporation as a Member and, if mailed, such notice shall be directed to the Member at his/her address as it appears on the books of the Corporation, unless he/she shall have filed with the Recording Secretary of the Corporation a written request that notices intended for him/her be mailed to some other address, in which case it shall be mailed or delivered in person to the address designated.

Place of Meetings

Meetings of the Members may be held at such time and place within or without the State of Ohio as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Special Meetings

Special Meetings of the Members shall be called upon the written request of 25 percent or more of the Members, the Chairman of the Board of Trustees, if any, the President, or in case of the President's absence, death, or disability, the Vice-President authorized to exercise the authority of the President, the Trustees by action at a meeting, or a majority of the Trustees acting without a meeting. Calls and notices for such meetings shall specify the time, place, and purpose therein/hereof. No business other than that specified in the call and notice shall be considered at any Special Meeting.

Notice of Special Meetings

Written or printed notice of a Special Meeting stating the place, day, and hour of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less

than ten nor more than 50 days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to the Members. If mailed, such notice shall be addressed to the Members at their addresses as they appear on the records of the Corporation. Notice of 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. Business transacted at any Special Meeting of the Members shall be in accordance with the purposes as stated in the Notice.

Manner of Acting

Each member which is a law enforcement organization shall act hereunder by executing and delivering to the President or the Secretary of the Corporation a written instrument, signed by the chief executive officer of the Member, or in his/her absence by the executive officer designated to act in the absence of the chief executive officer of the Member, or such other representative of the Member as the chief executive officer of the Member shall have designated, setting forth the action taken. A Member which is a law enforcement agency may be represented at any meeting of the Members by the chief executive officer of the Member, or such other executive officer of the Member as he/she may designate, and where the vote of such representative shall be the vote of the Member. Each Member which is a natural person shall act hereunder through, respectively, such person.

Quorum for a Meeting

At any meeting of members of the Corporation, the presence of ten of the members eligible to vote in person shall be necessary to constitute a quorum for all purposes except as otherwise provided by statute, the Articles of Incorporation, or this Code of Regulations. If, however, such quorum shall not be present or represented at any meeting of the Members, the Members present in person and entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting for which notice was originally delivered.

Action of the Members

If a quorum is present, the affirmative vote of a majority of the Members present at said meeting of the Members shall be the action of the Members except as may be otherwise specifically provided by statute, the Articles of Incorporation, or this Code of Regulations.

Voting by Members

Active, Associate, and Honorary Life Members shall be entitled to one vote on each matter submitted to a vote at a meeting of the Members, except as otherwise provided in this Code of Regulations. A Member may vote either in person or in writing by mail-in ballot. Upon demand of any Member, the vote upon any question before the meeting shall be by ballot. Except as otherwise provided by this Code of Regulations or the Articles of Incorporation, each voting member shall be entitled to one mail-in ballot for each yearly election of the Board of Trustees and the Officers of the Executive Committee. The individual serving as President of the Board of Trustees shall be permitted to vote to break a tie among members.

Action Without a Meeting

Any action required to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Members provided in this Section unless otherwise provided for by law, the Articles of Incorporation, or this Code of Regulations. Such writing or writings shall be filed with or entered upon the records of the Corporation.

Removal of Members or Officers

Any member, director, or officer may be removed from membership or from office by the affirmative vote of two-thirds of the full membership, that purpose, for conduct detrimental to the interests of the Corporation. Any such member, officer, or director proposed to be removed shall be entitled to at least five days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

Resolutions

All resolutions to be presented at the Annual Meeting of the Members for approval shall be submitted to a member of the Executive Committee not later than twenty-four hours prior to the meeting of the Executive Committee preceding the Annual Meeting.

**ARTICLE V
BOARD OF TRUSTEES****General Powers**

Except as otherwise provided for by law, the Articles of Incorporation or this Code of Regulations, all of the business and affairs of the Corporation shall be authorized by the Board of Trustees.

Trustee Bylaws

For their own government the Trustees may adopt bylaws not inconsistent with the Articles of Incorporation of the Corporation and this Code of Regulations.

Limitation Clause

Subject to the provisions of the Ohio Nonprofit Corporation Law and the Articles of Incorporation and this Code of Regulations, the Board of Trustees is authorized and empowered to do and perform every act and thing whatsoever which they shall deem necessary, expedient, or advisable to carry out the purposes of this Corporation.

Number, Election, and Tenure

The Board of Trustees shall consist of a multiple of and not less than three persons.

The election of Trustees shall be at the Annual Meeting of the Members, or in default therein-hereof, at a Special Meeting called for that purpose. The members of the Board of Trustees, who are all elected by the Members, shall be elected in classes and serve for staggered terms as follows.

- 1) At the first Annual Meeting of the Members, the Members shall elect or appoint the numbers of the Board of Trustees to serve in place of those named in the Articles of Incorporation of the Corporation.
- 2) Of the Trustees then elected, one-third of the Trustees shall be elected to serve for a term expiring one year from the date of their election, one-third of such Trustees shall be elected to serve for a term expiring two years from the date of their election, and one-third of such Trustees shall be elected to serve for a term expiring three years from the date of their election.
- 3) All Trustees shall be representatives of Members.

The members of the Board of Trustees who are elected by the Members at each Annual Meeting of the Members other than the first Annual Meeting of the Members, shall each serve for a three-year term. Trustees who have already served for three consecutive three-year terms or more shall be ineligible to be reelected as Trustees again until one year has elapsed from the end of their last prior terms of service. Service by one of the initial Trustees named in the Articles of Incorporation of the Corporation prior to the date of the first meeting to elect Trustees shall not count towards the determination of consecutive years of service for purposes of eligibility to stand for reelection hereunder.

Trustees shall hold office until the expiration of the term for which they were elected and shall continue in office until their respective successors are duly elected and qualified. The initial Trustees named in the Articles of Incorporation of the Corporation shall serve until their successors are duly elected or appointed.

Resignation.

Any Trustee of the Corporation may resign at any time, either by tender of written resignation at any meeting of the Board of Trustees or by giving written notice therein to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Trustee may be removed with cause by a vote of the Members at a meeting called expressly for that purpose.

Vacancies

Any vacancy occurring in the Board of Trustees shall be filled by the affirmative vote of the remaining Trustees. A Trustee elected to fill a vacancy occurring in the Board of Trustees shall be elected for the unexpired term of his/her predecessor in office.

Annual Meeting

The Annual Meeting of the Board of Trustees shall be held immediately after the Annual Meeting of the Members or within 20 days following the annual Meeting on a date selected by the President of the Association for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The annual Meeting shall be in the place and at the time specified in the notice of said Meeting.

Regular Meetings

Regular Meetings of the Board of Trustees shall be held upon such notice, or without notice, at such time and at such place as shall from time to time be determined by the Board.

Special Meetings

Special Meetings of the Board of Trustees may be called by the President of the Association or any two Trustees, and may be held at such place and time as the person or persons calling such meeting shall specify.

Location of Meeting

Meetings of the Trustees may be held at any place within or without the State of Ohio as specified in the notice of the Meeting.

Notice

Written notice of the time and place of each meeting of the Trustees shall be given to each Trustee either by personal delivery or by mail or facsimile at least five (5) days before the meeting, which notice need not specify the purpose of the meeting. Notice of 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. If the notice is mailed, it shall be deemed to be delivered when deposited in the United States mail so addressed to the Trustees at the address of each shown on the Corporation's books, with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when the facsimile has been properly addressed to the Trustee and is received at the number shown for that member on the Corporation's books. The attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Quorum

A presence of a majority of the Trustees then in office is necessary to constitute a quorum for a meeting of the Board of Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present is the act of the Board. If a quorum is not present, a majority of the Trustees present may adjourn and reconvene the meeting from time to time without further notice. Each member of the Board of Trustees shall be entitled to one vote on each matter properly brought before the Trustees.

Action by Unanimous Written Consent

Any action which may be taken at a meeting of the Board of Trustees may be taken without a meeting if a consent in writing, setting for the action so taken, shall be signed by all the Trustees of the Corporation. Any such writing shall be filed with, or entered upon, the records of the Corporation.

Procedure

The President shall preside at the meetings of the Board of Trustees. The Board of Trustees may adopt its own rules of procedure as provided in this Article above.

Compensation and Expenses

Trustees as such shall not receive any compensation for their services as Trustees. Upon the vote of the Board of Trustees authorizing the same, Trustees may be reimbursed for their reasonable expenses incurred in connection with the business of the Corporation.

ARTICLE VI COMMITTEES

Special Committees

The Board of Trustees may from time to time appoint temporary or special committees which in its discretion it deems necessary or desirable.

Standing Committees

Standing committees of the Corporation shall include the executive committee, the nominating committee, the membership committee and the program committee.

ARTICLE VII OFFICERS OF THE CORPORATION (EXECUTIVE COMMITTEE)

Officers

The Officers of the Corporation, deemed the Executive Committee, shall consist of a President, one or more Vice-Presidents, a Treasurer, and a Secretary and such other officers and assistant officers as may be deemed necessary, each of whom may be designed by such other titles as may be provided by law or in the Articles of Incorporation, this Code of Regulations, the bylaws of the Board of Trustees, or a Resolution of the Trustees. Unless the Articles of Incorporation or this Code of Regulations otherwise provide, none of the officers need be a Trustee.

The Term of Office for all Officers of the Corporation (the Executive Committee) will be limited to four consecutive years in the same office. After one year the same person may be elected again to the same office and may again serve four consecutive years in that office.

Except for the offices of President and Vice-President, any two or more offices may be held by the same person.

Election and Term of Office

The Officers of the Corporation shall be elected annually by the Members at the Annual Meeting of the Members. Each Officer shall hold office until his/her successor shall have been duly elected and accepted office or until his/her death or until he/she shall resign or shall have been removed in the manner provided in the Code of Regulations.

Vacancies

A vacancy in office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Trustees for the unexpired portion of the term.

Powers and Duties of the Executive Committee

- 1) **President.** The President shall be the Chief Executive Officer of the Corporation and have general overall supervision of all of the business and affairs of the Corporation. His/her responsibilities shall include, without limitation, the following:
 - a. Acting as the representative of the Corporation to the public as well as to governmental and voluntary organization;
 - b. Making policy proposals to the Board of Trustees;
 - c. Long-range planning;
 - d. Assigning overall responsibility for corporate management; and
 - e. Reporting to the Board of Trustees on the performance of the Corporation.

The President shall be an ex-official member of all committees which may be from time to time elected or appointed.

The President may sign, with the Secretary or any other officer of the Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which have been authorized to be executed except in cases where the signing and the execution thereof would be expressly delegated by the Board of Trustees or by this Code of Regulations or by statute to some other officer or agent of the Corporation.

In general, the President shall perform all duties incident to the function of the Chief Executive officer and such other duties as may be prescribed by the Board of Trustees from time to time.

Vice-President

One or more Vice-Presidents may be elected and, in the absence of the President, the Vice-Presidents (in the order of their election) shall perform the duties of the President.

Treasurer

The Treasurer shall, subject to the direction of the President and the Board of Trustees, have charge and custody of and be responsible for all funds and securities of the Corporation;

- 1) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever;
- 2) deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of this Code of Regulations; and
- 3) in general the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

When necessary and proper, the Treasurer may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such depository or banks as the Executive Committee may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Trustees or by this Code of Regulations.

The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation. He/she shall enter regularly on the books of the Corporation to be kept for that purpose, full and accurate account of all monies and obligations received and paid or incurred by him/her for or on account of the Corporation, and shall exhibit such books at all reasonable times to any director or members.

The Treasurer shall render a semi-annual financial statement to the Board of Trustees and the Executive Committee.

The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Executive Committee and authority of the Board of Trustees.

If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety as the Board of Trustees shall determine.

Secretary

The Secretary shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; assure that minutes of all meetings of other committees are prepared and filed with the records of the Corporation; keep a record of actions by the Members; assure that all notices are given in accordance with the provisions of this Code of Regulations or as required by law and be custodian of the Corporation's records.

The Secretary shall attend and keep the minutes of all meetings of the Executive Committee and Members of the Corporation.

The Secretary shall keep a record containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing their places of residence and/or employment and such books shall be open to inspection as prescribed by law.

The Secretary may sign with the President or Vice-President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Trustees.

The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Trustees, and shall do and perform such other duties as may be assigned to him/her by the President or the Board of Trustees.

Removal

Any officer or chair may be removed from office by the affirmative vote of two-thirds of all the members at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance or for conduct detrimental to the interests of the Corporation.

Any officer or chair proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail or the meeting of the members at which such removal is to be voted upon and shall be entitled to appear before and be heard by the members.

Compensation

The officers of the Corporation as such shall not receive any compensation for their services; but nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity and receiving compensation therein.

Officers shall be reimbursed for their reasonable expenses incurred in connection with the business of the Corporation and in soliciting donations to the Corporation upon due submission of such documentation regarding such expenses as the Board of Trustees shall request.

ARTICLE VIII REGIONS

Regional Coordinator

A Regional Coordinator shall be elected by the Members for each of the five regions hereafter designated. Regional Coordinators must be Active Members and will serve on the Membership Committee. The Members shall recommend Regional Coordinators and submit their names to the Annual Meeting at which elections take place. Regional Coordinators shall promote the objectives of the Corporation within their geographic regions and may call meetings within their regions for purposes that support the goals and mission of the Corporation. In addition, Regional Coordinators shall

- 1) Assist committee members with regional or specialized research.
- 2) Contact members in their respective regions as needed.
- 3) Establish and maintain a positive relationship with area law enforcement organizations and officials.
- 4) Submit news for the Network Connection or other newsletter produced by the Corporation for the benefit of its members.

Regions

A geographical region shall be as follows: Regions of this Corporation will divide the State of Ohio into (A) northwest, (B) northeast, (C) central, (D) southwest, and (E) southeast districts. Members may attend any regional meetings regardless of their law enforcement assignments or place of residence.

ARTICLE IX EMPLOYEES, AGENTS, AND REPRESENTATIVES

Employees

The Board of Trustees may establish such positions of employment as it deems desirable from time to time and shall fix the salaries and other terms of employment for such positions.

Agents and Representatives

The Board of Trustees may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Trustees may see fit, so far as may be consistent with the Articles of Incorporation and this Code of Regulations, to the extent authorized or permitted by law.

ARTICLE X INDEMNITY OF TRUSTEES, OFFICERS, AND EMPLOYEES, ETC.

General

Subject to the provisions hereinafter set forth, the Corporation may defend, indemnify, and safe harmless each person, and the heirs, legal representatives, executors, and administrators of such person, who is, or was, a Trustee, Member, Officer, Employee, Volunteer, or Agent of the Corporation or who is or was serving as a fiduciary of a retirement, welfare, or scholarship plan maintained by this Corporation or who is or was serving at the request of this Corporation and the benefit of this Corporation in any of the foregoing capacities for another trust or other enterprise (all of the previously enumerated positions shall hereinafter be referred to as "Covered Positions"), against all costs and expenses (including, but not limited to, attorneys' fees and disbursements, judgments, fines, penalties, and amounts paid in settlement) actually and reasonably incurred by him/her or imposed upon him/her.

- 1) in connection with or arising out of any claim, action, suit, proceeding, or investigation (or any issue or matter therein), whether civil, criminal, administrative, or whatever nature, to which he/she is made or threatened to be made a party or in which he/she is necessarily involved by reason of the fact that he/she is, or was, serving in any one or more of the Covered Positions; and

- 2) in connection with any negotiations or settlement thereof, or appeal therein.

Effective Indemnity

The provisions contained herein shall not be effective unless the person who is, or was, serving in a covered Position:

- 1) is determined to have acted in good faith;
- 2) is determined to have acted in a manner he/she reasonably believed to be in or not opposed to the best interests of any such corporation or enterprise; and
- 3) is determined in any manner the subject of a criminal action, suit, or proceeding, to have had no reasonable cause to believe that his/her conduct was unlawful.

Termination of Action

The termination of any action, suit, or proceeding, or any issue or matter therein, by judgment, order, settlement, or conviction, or upon pleas of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he/she reasonably believes to be in or not opposed to the best interests of any such corporation or enterprise, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his/her conduct was unlawful.

Indemnity

Notwithstanding anything contained in this Article, no indemnification shall be made by the Corporation in respect of any claim, suit, issue, or matter, by or in the right of this Corporation, as to which a person who is, or was, serving in a Covered Position, shall have been adjudicated to be liable for misconduct in the performance of him/her duty to a corporation or enterprise unless, and only to the extent that the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought, shall determine, upon application by the Corporation, and interview of all the circumstances of the case, that such person is fairly and reasonably entitled to indemnity for such expenses as the Court of Common Pleas of Franklin County, Ohio, or such other court shall deem proper.

Determination of Standards of Conduct

Any indemnification provided for under this Section, unless ordered by a court as provided herein, shall be made by this Corporation only after a determination that such indemnification of a person who is, or was, serving in a Covered Position is proper because he/she has met the standards of conduct stated herein above as follows:

- 1) by a majority vote of a quorum consisting of Trustees of this Corporation who were not and are not parties to or threatened with any such action, suit, or proceeding and the vote of the Member; or if such a quorum of Trustees is not obtainable, then in a written opinion by independent legal counsel other than an attorney or a firm having associated with it an attorney who has been retained by or who has performed services for this Corporation, or who has been indemnified by the Corporation within the past five years; or
- 2) by the affirmative vote of the Members and the majority vote of the Trustees; or
- 3) by the Court of Common Pleas of Franklin County, Ohio, or the court in which such action, suit, or proceeding was brought.
- 4) Communication of Determination
- 5) Any determination made according to methods above shall be promptly communicated to any person who threatened or brought an action or suit by or in the right of this Corporation.

Expenses

Expenses, including attorneys' fees, incurred with respect to any claim, action, suit, proceeding, or investigation, or any issue or matter therein, of the character described in this Article may be advanced by this Corporation prior to the final disposition thereof as authorized by the Trustees in a specific case upon receipt of an undertaking by or on behalf of a person serving in a Covered Position, to repay such amount if it is ultimately determined that he/she is not entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced exceed the indemnification to which he/she is entitled.

Scope of Indemnification

Such indemnification as provided by this Article shall not be deemed exclusive of any other rights to which a person who is or was serving in a Covered Position may be entitled under this Corporation's Articles of Incorporation, Code of Regulations, or any agreement, vote of

Members, or disinterested Trustees; or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased serving in a Covered Position and shall inure to the benefit of the heirs, legal representatives, executors, and administrators of such person.

Insurance

This Corporation may purchase and maintain insurance on behalf of any person who is or was serving in a Covered Position against any liability asserted against him/her or incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not this Corporation would have the power to indemnify him/her against such liability under this Article above.

**ARTICLE XI
CONTRACTS AND BANKING**

Contracts

The Board of Trustees may authorize any officer or officers, or agent or agents of the Corporation, to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Corporation with respect to the mission and goals of the Corporation. Any officer of the Corporation may enter into a contract or execute or deliver any instrument in the name of or on behalf of the Corporation to acquire necessary equipment to provide the services of the Corporation. The Board of Trustees may authorize any officer or officers of the Corporation to enter into other contracts or execute or deliver other instruments appropriate for the business of the Corporation, in the name of or on behalf of the Corporation, and such authority may be general or confined to special instances.

Deposits

All funds of the Corporation not otherwise employed 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 Trustees may select.

Checks

All checks, drafts, or other 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 the resolution of the Board of Trustees.

Loans

No loan shall be made to this Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees.

**ARTICLE XII
POWERS OF THE CORPORATION**

Powers

The Corporation's purposes as herein stated shall be carried out by its Board of Trustees in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501(C)(6) of the United States Internal Revenue Code (the "Code"). To this end, the Corporation shall have the following powers:

- 1) to own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property either real or personal; to borrow money, contract debts, and issue bonds, notes, and debentures and to secure the payment or performance of its obligations;
- 2) to receive property by gift, devise, or bequest, and otherwise to acquire and hold all property either real or personal including shares of stock, bonds, and securities of other corporations;
- 3) to enter into contracts with any person, firm association, corporation, municipality, township, county, state, or nation or with any agency of any of the foregoing;
- 4) to purchase equipment and supplies and expend such funds appropriate to fulfill the purposes of the Corporation; and
- 5) to perform every act necessary or proper for the accomplishment of the objectives and purposes enumerated or for the protection and benefit of the Corporation.

Limitations of Powers

Notwithstanding any powers granted to this Corporation by its Articles of Incorporation or Code of Regulations, or by the laws of the State of Ohio, the following limitations of powers shall apply and be paramount:

- 1) no part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporations' charitable purposes as herein defined), and
- 2) no member, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation;
- 3) notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(C)(6) of the Code (or corresponding provisions of any future United States Internal Revenue law) as said court shall determine.

**ARTICLE XIII
ACCOUNTING YEAR AND AUDIT**

Accounting Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

Audit

At the end of the accounting year, the books of the Corporation shall be closed and a financial statement prepared for such year. The books and records of the Corporation shall be audited annually. The Board of Trustees shall determine whether to request a review audit or a certified audit. Such financial statement shall be promptly mailed to each Trustee and shall be submitted to the Board of Trustees at the Annual or a Special Meeting.

**ARTICLE XIV
MISCELLANEOUS**

Books and Records

The Corporation shall keep correct and complete books and records and minutes of the proceedings of the Board of Trustees, the Executive Committee, and any committees which have had activities in connection with the Corporation's business. It shall also record as part of its records any actions of the Members as they affect the Corporation. Copies of the actions of the Members and the minutes of the Board of Trustees shall be regularly distributed, or made available, to the Members and to each member of the Board of Trustees. The books and records of account, and the records of the actions of the Members and the minutes and proceedings of the Board of Trustees and the Executive Committee shall be open to inspection upon a written demand of any of the Members and any reasonable time and for any purpose reasonably related to its interest as a Member. Such inspection may be made by any officer, agent, or attorney of a Member and the right to make such inspection shall include the right to make notes or copies.

Annual Submissions

The Executive Committee shall cause an annual financial report to be sent to the Members no later than 120 days after the close of the fiscal year of the Corporation and shall report to the Members on the status of the Corporation on an annual basis.

Loans to Officers and Trustees Prohibited

No loans shall be made by the Corporation to its officers, Trustees, or employees.

Rules

The Board of Trustees may adopt, amend, or repeal Rules (not inconsistent with this Code of Regulations) for the management of the internal affairs of the Corporation and the governance of its officers, agents, committees, and employees.

Term of Existence

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE XV
DISSOLUTION OF THE CORPORATION**

The Corporation may be dissolved by both the affirmative vote of the Members and the unanimous affirmative vote of the Board of Trustees. Upon dissolution, the assets of the Corporation shall be applied as provided in the Articles of Incorporation of the Corporation then in effect.

**ARTICLE XVI
MERGER OR CONSOLIDATION**

The Corporation may be merged or consolidated with another Corporation only upon the affirmative vote of the Members and the unanimous affirmative vote of the Board of Trustees.

**ARTICLE XVII
AMENDMENTS**

Amendments Permitted

The Code of Regulations of the Corporation may be altered, amended, or repealed and a new Code of Regulations adopted by the affirmative vote of the Members and the affirmative vote of two-thirds of the Board of Trustees at any time.

Proposed Amendments

Any proposed amendment to this Code of Regulations must be presented in writing to the Executive Committee who will present it to the Board of Trustees. Upon the approval by the Board of Trustees, the amendment will be presented for a vote at the next Annual Meeting.