

CODE OF REGULATIONS OF THE
MOHICAN AREA COMMUNITY FUND, INCORPORATED

Revised: September, 2018

ARTICLE I - MEMBERSHIP

Section 1. Members

The membership of this corporation shall consist of those individuals who contribute to the yearly solicitation of funds, as hereinafter provided, of the corporation.

ARTICLE II - MEMBERSHIP MEETINGS

Section 1. Annual Meetings

There shall be an annual meeting of the membership of the corporation held at a location to be designated by the corporation in Loudonville, Ohio, at 6:00 p.m. on the fourth Wednesday of January in each year beginning with the year 1975 for the purpose of electing Trustees and for the transaction of such other business, as may be brought before the meeting. The Secretary shall give notice to the membership of the date, time and place of each annual meeting. Publication of such notice, in a newspaper of general circulation within the campaign area of this corporation, at least three days prior to such meeting, shall be deemed due compliance with the requirements of this section.

Section 2. Special Meetings

Special meetings of the membership may be called by the President and Secretary and shall be called by either of them at the request of the majority of the Board of Trustees. The Secretary shall give notice to the membership of the date, time, place and purpose of any such meeting at least three days prior to the time fixed for such meeting. Publication of such notice, in a newspaper of general circulation within the campaign area of this corporation, at least three days prior to such meeting, shall be deemed due compliance with the requirements of this section.

Section 3. Quorum

The members present at any annual or special meeting shall constitute a quorum. Any action by the majority of those present shall be the action of the membership.

ARTICLE III - TRUSTEES

Section 1.

The affairs of this corporation shall be managed by its Board of Trustees consisting of fifteen members who shall be contributors and none of whom shall be officers or paid employees of any beneficiary agency. All Trustees shall be elected for terms of three years. The consecutive service of a Trustee shall be limited to two three-year terms, unless otherwise extended, as described in Section 8.

Section 2. Meetings

The Board of Trustees shall hold a regular annual meeting at the same place and immediately following the annual meeting of the members and shall hold three additional regular meetings at least quarterly thereafter throughout each year, time for such quarterly meetings to be fixed by the Board itself at its annual meeting.

Section 3. Special Meetings

Special meetings of the Board may be held at any time upon order of the President or Secretary upon twenty-four hours' notice to each Trustee of the date, time, place and purpose.

Section 4. Duties

The corporate power of this organization shall be vested in the Board of Trustees who shall have the management and control of the business of the corporation; shall employ such agents and employees, including but not limited to an Executive Secretary, as they may deem advisable, and fix the rate of compensation of all such agents and employees.

Section 5. Resignation

A Trustee may resign at any time by filing his written resignation with the Secretary, and if any Trustee shall cease to be a contributor he shall cease to be a Trustee.

Section 6. Vacancies

In case of a vacancy in the Board of Trustees from any cause, the remaining Trustees, by the affirmative vote of the majority present at a regular or special meeting may elect a successor to fill such vacancy until the next annual meeting and until a successor is elected. After completion of the year in which he/she is elected as a successor trustee, the trustee shall then be eligible for election to two consecutive 3-year terms as specified in section 1. If a trustee is initially elected to replace another trustee, he/she shall be considered a "new" trustee rather than a "successor" trustee.

Section 7. Quorum

Eight Trustees shall constitute a quorum for the transaction of business; but, if at any meeting of the Board there shall be less than eight present, a majority of those present may adjourn the meeting from time to time.

Section 8. Extension of Term Limits

In case of an emergency where a vacancy occurred among the officers from any cause, and it is unable to be filled in time for the Annual Meeting by an existing member of the board, the Trustees, by the affirmative vote of the majority present at a regular or special meeting may extend a term of office of this officer for a period of no more than one year until the next annual meeting, or until his/her successor is elected during a regular or special meeting of the board.

ARTICLE IV - OFFICERS

Section 1. Election

The officers of this corporation shall be a president, vice-president, secretary, treasurer, and such other additional officers as may be created by the code of regulations or by the Board of Trustees. Said officers, shall be elected by the Board of Trustees at Its annual meeting and shall hold office for a period of one year, and until their successors are duly elected and qualified. The President, Vice-President, Secretary and Treasurer shall be elected from the Board of Trustees and shall serve without compensation.

Section 2. Duties

The principal duties of the several officers respectively are as follows:

1. The President shall preside at all meetings of the Members and of the Board of Trustees. He or she shall be the chief executive officer of the corporation and shall have the general supervision, direction, and active management of the property, affairs and business of the corporation, subject to the direction of the Board of Trustees. He shall see that all orders and resolutions of the Board of Trustees are carried into effect. He shall be a part of the campaign committee to take notes, make suggestions, create a budget, if any, be liaison between general chairman and officers, and trustees, and any other tasks required to educate the next year's general chairman.

He or she shall sign all bonds, commercial papers, contracts, and other obligations and instruments unless otherwise ordered by the Board of Trustees. He shall submit a complete and detailed report of the corporation for the fiscal year, and shall from time to time report to the Board of Trustees all matters within his knowledge when the interest of the corporation may require such to be brought to the notice of the Board. He shall perform such other duties as may be prescribed from time to time by the Board of Trustees or by the Code of Regulations.

2. The Vice-President shall discharge the duties of the President in the event of his absence or disability for any cause whatever; he or she shall perform such additional duties as may be prescribed from time to time by the Board of Trustees or by the Code of Regulations.

3. The Secretary shall keep a record containing the names of all members, showing the places of residence or employment of said members; and shall safely and systematically keep all records, books and papers belonging to the corporation in anywise pertaining to the business thereof. He or she shall attend to the giving and serving of all notices required by law, by the Articles of Incorporation, or by the Code of Regulations, and shall in general perform all of the duties which are incident to the office of Secretary of the corporation, subject to the Board of Trustees. He or she shall perform such additional duties as may be prescribed from time to time by the Code of Regulations.

4. The Treasurer shall keep account of all money, credits, and property of the corporation which shall come into his hands and shall keep an accurate account of all moneys received and disbursed; he shall have the custody of all the funds and the securities of the corporation.

Whenever necessary he shall endorse on behalf of the corporation all checks, notes and other obligations and evidences of the payment of money, payable to the corporation, or coming into his possession, and shall deposit the funds arising therefrom together with all other funds of the corporation coming into his possession in such banks as may be selected as the depositories of the corporation or properly care for them in such manner as the Board of Trustees may direct.

He shall in general perform all of the duties which are incident to the office of Treasurer of the corporation subject to the Board of Trustees. He shall give bond in such sum and with such surety as the Board of Trustees may direct for the faithful performance of his duties and for the safe custody of the property coming into his possession. He shall perform such additional duties as may be prescribed from time to time by the Board of Trustees or by the Code of Regulations. An itemized report shall be made by the Treasurer quarterly and annually to the Board of Trustees and an abstract of the report shall be given to the press.

Section 3. Vacancies

Whenever any vacancies shall occur in any office of the corporation, such vacancies shall be filled by the trustees by the election of a new officer who shall hold office until the next annual meeting and until a successor is duly elected and qualified.

Section 4.

Checks, notes and other obligations and evidences of the payment of money may be endorsed on behalf of the corporation by the President or Vice-President together with any one of the following: Executive Secretary if there be one, Secretary, or Treasurer of the corporation.

ARTICLE V - CAPITAL STOCK

Section 1. Capital- Stock

This corporation shall have no capital stock and shall not pay any dividends.

ARTICLE VI - SEAL

This corporation shall have no seal.

ARTICLE VII - COMMITTEES

Section 1. Executive Committee

The officers shall constitute the executive committee. The executive committee may function in the place of the Board of Trustees between meetings of that body, but any action shall be subject to the approval of the Board of Trustees at the meeting immediately following the date of such action. The President shall have the authority to invite other committee members and trustees to attend such executive committee meetings as he or she deems necessary.

Section 2. Campaign Committee

There shall be a campaign committee consisting of the Vice-President and Chairperson thereof appointed annually by the President with the approval of the Board of Trustees. The Chairman of this committee shall act as General Chairman of the Annual campaign and shall have the power to add to the committee at his discretion. This committee, under the leadership of the Campaign Chairman, shall arrange for and conduct an annual financial appeal to be known as The Mohican Area Community Fund "Have a Mohican Heart" Campaign. The financial objectives of the annual appeal shall be determined by the Board of Trustees and the net proceeds of the appeal shall become the funds of Mohican Area Community Fund, Incorporated.

Section 3. Budget and Admissions Committee

There shall be a Budget and Admissions Committee of at least three (3) members of the Board of Trustees and appointed by the President with the approval of a majority of the Board of Trustees. The duties of the Budget and Admissions Committee shall be, namely:

- (1) To determine the eligibility of organizations seeking admission as participating beneficiaries.
- (2) Provide a written application process by which organizations may apply for admission as a participating beneficiary.
- (3) To require and receive annual budget requests in duplicate from each organization seeking admission as a participating beneficiary at least ninety (90) days prior to the opening date of the next financial campaign.
- (4) To provide all board members with copies of the applications of each organization and a list of all applying organizations and the amounts requested by each.
- (5) To oversee the division and review of all applications by ad hoc subcommittees of the Board of Directors as selected by the Budget and Admissions Committee.
- (6) To request from each organization benefited, when determined necessary by the Committee or the Board of Trustees, a report, to be submitted in duplicate, itemizing

all receipts and all expenditures of the organization. Said reports shall also include receipt from all sources.

- (7) All actions of the Budget and Admissions Committee shall be subject to the final approval of the Board of Trustees. The Board of Trustees shall make the final decision as to which organizations shall be participating beneficiaries and the amount of funds each participating beneficiaries shall receive.

Section 4. Nominating Committee

There shall be a Nominating Committee of three members appointed by the President. The Nominating Committee shall meet at the call of the President and nominate at least three persons for election by the membership at said annual meeting of the Members to fill the three vacancies which occur each year in the Board of Trustees.

Section 5. Other Committees

The President may appoint such other committees as he may deem advisable, subject to the approval of the Board of Trustees.

ARTICLE VIII - FISCAL YEAR

Section 1. Fiscal Year

The fiscal year of the corporation shall end on the 31st day of December of each year.

ARTICLE IX - AUDITING

Section 1. Audit

- (A) The books of Mohican Area Community Fund, Incorporated, shall be audited from time to time, when ordered by the Board of Trustees.
- (B) In the event the Board of Trustees of Mohican Area Community Fund, Incorporated, deems that it is necessary to conduct an audit of any of the participating beneficiaries of this corporation, notice shall be given to such participating beneficiary who will then see that an audit by a competent local auditor is conducted, and that such audit cover the nearest fiscal year of the beneficiary immediately prior to the closing of the fiscal year of Mohican Area Community Fund, Incorporated. The auditor shall present his statement of charges for such audit to the Board of Trustees of Mohican Area Community Fund, Incorporated.

ARTICLE-X - PARTICIPATING BENEFICIARIES

Section 1.

Any organization desiring to become a participating beneficiary shall make application, in writing, to the Board of Trustees, submitting in said application the following information:

(A) A statement by the head of the organization that the policy-making body is familiar with the objectives and organization of this corporation and has voted to apply for membership and agrees to cooperate with other agencies in furthering the purposes of the corporation.

(B) A statement of the background, purposes, and objectives of the organization, together with a list of the names of the members of the policy-making body and of the staff of said organization.

(C) A fully detailed report of its financial services.

(D) Evidence that the organization is exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code. Said evidence may include a letter of recognition of tax exemption and/or a letter from the organization's tax counsel sufficiently evidencing exemption.

All applications of organizations seeking admission as participating beneficiaries shall be referred to the Budget and Admissions Committee at least 90 days prior to the opening date of the next financial campaign.

Section 2.

Any organization presently a participating beneficiary of this corporation and any organizations admitted in the future to membership as such participating beneficiaries shall be known as cooperating agencies. In accepting organizations or services, the participating beneficiary shall agree to the following:

1. After being given full consideration to accept the apportionment of funds made to it by the Board of Trustees.

2. To maintain a responsible management, with a qualified board of unpaid trustees or administrative committee.

3. Cooperate with other social agencies in preventing a duplication of effort and in promoting effective service and efficiency and economy in administration of said agency.

4. To undertake no new line of work or substantial expansion of service involving expenditures of Mohican Area Community Fund, Incorporated, funds in the community except with the consent first obtained by the Board of Trustees of this corporation.

5. To keep complete and regular books of account open to inspection by a duly appointed representative of this corporation.

6. To abide by the rules and regulations of the Board of Trustees of this corporation.

ARTICLE XI - GENERAL RESTRICTIONS ON
USE AND DISTRIBUTION OF FUNDS

No part of the funds of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or of this Code of Regulations, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.) Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII – AMENDMENTS

Section 1.

This Code of Regulations, or any part thereof, may be amended or repealed by a three-fourths (3/4) majority vote of the Board of Trustees at any meeting of the Board of Trustees of this corporation providing a notice shall be filed with the Secretary fifteen days prior to said meeting stating the proposed amendment and the reasons therefore. A copy of the proposed amendment and the reasons therefore shall be sent to each member of the Board of Trustees by the secretary at least five days before the meeting.