

THE CODE OF REGULATIONS
of
THE CLEVELAND RESTORATION SOCIETY

Approved by the Members, January 6, 2016

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of
The Cleveland Restoration Society

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ARTICLE I

Name, Purpose, Mission Statement, Vision and Strategies

Section 1.1 Name.

.1 The name of the Corporation is the Cleveland Restoration Society, Inc. (In this Code of Regulations the Corporation is referred to as the "Society".)

Section 1.2 Purpose.

.1 The purposes for which the Society is formed are those set forth in its Articles of Incorporation, as from time to time amended, and in its Mission Statement.

Section 1.3. Mission Statement.

.1 The Cleveland Restoration Society uses the powerful tool of historic preservation to revitalize our diverse communities, strengthen the regional economy, and enhance the quality of life in northeastern Ohio.

Section 1.4. Vision.

.1 Our dream for ourselves and our children is that northeastern Ohio advances its vitality and prosperity and adds to its beauty through the preservation of its remarkable architectural heritage.

Section 1.5. Strategies.

.1 Through productive partnerships and creative alliances with community leaders, and with attention to the creation of economically viable solutions, we focus on:

- Creating vibrant, high-value neighborhoods in key historic areas;
- Encouraging the preservation of Cleveland's greatest landmarks;
- Advocating for preservation-friendly public policies;
- Celebrating and communicating the positive role of preservation.

END OF ARTICLE I
ARTICLE II

Membership

Section 2.1. Qualifications for Membership.

.1 Any individual, corporation, association or firm which subscribes to the purposes and Mission Statement of the Society may become a Member of the Society by payment of annual dues, as published in the Society's membership information.

Section 2.2. Membership Classes.

.1 The Board of Trustees has established and will periodically review the classes of membership and make such changes as are desired.

Section 2.3. Members.

.1 The Members of the Society are those who are current in the payment of their annual dues.

.2 Honorary Life Trustees are not required to pay membership dues, but are considered Members of the Society.

.3 Individual Members shall have one vote each. A corporation, association or firm may designate in writing an individual as its single voting representative. The rights of corporation, association and firm Members shall be exercised through their voting representative.

.4 Individual Members have the right to attend meetings of the Members, to vote on each matter submitted to the Members for a vote, to serve on committees, and to hold office.

Section 2.4. Termination of Membership.

.1 Membership in the Society terminates upon failure to pay in full the annual dues in the appropriate membership category.

Section 2.5 Meetings of the Members

.1 The annual meeting of the Members of the Society, for the election of Trustees and officers and for the consideration of other matters, is held on such date and at such place as the Chairperson of the Board of Trustees shall determine.

.2 Special meetings of the Members of the Society may be called pursuant to the provisions of Subsections 1702.17(A)(1), (2) and (3) of the Ohio Revised Code.

.3 Notices of membership meetings shall be given to the Members of the Society at least 10 days but not more than 60 days prior to the date of the meeting and shall specify the business to be transacted at the meeting.

END OF ARTICLE II

ARTICLE III

Board of Directors/Trustees

Section 3.1. General Duties.

.1 The affairs and property of the Society are governed, managed and controlled by a Board of Directors which shall be known as a "Board of Trustees." The Board of Trustees oversees compliance of the Society with the Articles of Incorporation, Code of Regulations and policies of the Society. The Board of Trustees shall cause a report concerning the affairs of the Society to be rendered to the Members at each annual meeting of the Society.

Section 3.2. Composition and Term.

.1 The Board of Trustees shall consist of twenty-five (25) to thirty-five (35) persons. The Trustees of the Society shall be elected at the annual meeting of Members by a vote of the majority of the Members of the Society in attendance at such annual meeting.

.2 The Board of Trustees shall be divided into three classes having three (3) year terms expiring in different years. A Trustee can serve an unlimited number of consecutive terms of three (3) years.

.3 One-third (1/3) of the persons serving on the Board of Trustees constitutes a quorum.

.4 Honorary Life Trustees have the same voting rights as elected members of the Board.

.5 The Board of Trustees may, by a majority vote, elect to fill a vacancy for the remainder of a trustee's term at any regular meeting of the Board of Trustees, upon the Nominating and Trustees Committee's recommendation or upon nominations made at the meeting.

.6 Between annual meetings of the Members, at any regular meeting of the Board of Trustees, the Board of Trustees may, by a majority vote, elect to increase the number of Trustees serving on the Board and elect to fill any newly created open Trustee position upon the Nominating and Trustees Committee's recommendation or upon nominations made at the meeting. The number of Trustees, however, shall not exceed thirty-five (35) persons. The term of any Trustee so elected shall expire at the next annual meeting of the Members.

.7 A Trustee may be removed for good cause upon the recommendation of the Nominating and Trustees Committee, and a two-thirds (2/3) majority vote of the entire Board of Trustees. "Good cause" shall mean for purposes of this section the failure of the Trustee to attend a significant percentage of Board or other meetings and shall mean

taking actions with respect to the Society or with respect other public matters which the rest of the Board of Trustees determines to be significantly detrimental to the Society.

.8 A Trustee may resign at any time by written notice delivered to the Chairperson of the Society. The resignation of a Trustee shall constitute resignation as a Trustee and from any office or offices in the Society that that person may have held at the time of resignation.

Section 3.3 Meetings of the Board of Trustees.

.1 Regular meetings of the Board of Trustees are held at such times and at such places as may be determined from time to time by the Chairperson of the Board of Trustees, after consultation with the members of the Board. At least six (6) such meetings are held each year.

END OF ARTICLE III

ARTICLE IV

Officers

Section 4.1 General.

.1 The officers of the Society shall consist of a Chairperson, one or more Vice Chairpersons, a Secretary, a Treasurer, a President, and such officers and assistant officers as the Board of Trustees shall determine. Except for the President, who is the paid chief executive officer of the Society, each officer shall be elected by the membership annually to serve for a term of one (1) year and until his or her successor is chosen. The President shall be elected by the Board of Trustees and shall serve at the pleasure of the Board of Trustees, but shall not be a member of the Board of Trustees. Other officers shall be members in good standing of the Society and members of the Board of Trustees.

.2 In addition to the duties imposed by this Code of Regulations, the officers shall perform such other duties and functions as the Board of Trustees shall from time to time direct.

.3 All officers shall deliver to their successors all materials of their office which are not duplicated in the records of the Society not later than ten (10) days following the election of their successors.

Section 4.2 The Chairperson.

.1 The Chairperson presides at all meetings of the Members and Board of Trustees at which he/she is present, performs such other duties as may be prescribed in this Code of Regulations or assigned to him/her by the Board of Trustees, and coordinates the work of the officers and any committees of the Society in order that its purposes may be promoted.

Section 4.3 The Vice-Chairperson or Vice-Chairpersons.

.1 The Vice-Chairperson or Vice-Chairpersons shall act as an aide or as aides to the Chairperson and shall perform the duties of the Chairperson in the absence of or disability of that officer to act.

.2 If there is more than one Vice-Chairperson, they shall be designated in order of their rank by the Members and in the absence of such designation they shall be ranked based upon their years of service on the Board of Trustees.

.3 In case of the absence or disability of the Chairperson, a Vice-Chairperson shall be designated by the Board of Trustees as the "Chairperson Pro-Tem". The Chairperson Pro-Tem shall be authorized to perform all of the duties normally assigned to the Chairperson and such other duties as the Board of Trustees may require.

Section 4.4 The Secretary.

.1 The Secretary has oversight of the records of the Society, including all the minutes of the meetings of the Members and the Board of Trustees.

Section 4.5 The Treasurer.

.1 The Treasurer has oversight of all of the funds and securities of the Society, including all bank accounts, stocks, bonds, securities, deeds and other papers and documents relating to such property, and has oversight over the disbursement of its funds, as authorized by the Society, Board of Trustees or a special committee. The Society keeps one or more bank accounts in such bank or banks as the Finance Committee of the Board of Trustees shall by resolution direct, and may keep its securities in a safe deposit box or an agency or safekeeping account, at the expense of the Society, as the Finance Committee shall determine. The Treasurer maintains proper books of account and shall present an annual report including a financial statement at such time as is determined by the Board of Trustees. The Treasurer's accounts are examined annually by an auditor or auditing committee (consisting of not less than three (3) members) appointed by the Board of Trustees at least two months before the annual meeting of the Members. Such auditor or auditing committee shall issue an objective, unbiased, signed report on the Society's financial condition and its fund balances for the reporting period, in conformance with accepted accounting practice, State of Ohio and Federal law. The Treasurer also serves as the chair of the Finance Committee.

Section 4.6 The President.

.1 The President is the chief executive officer of the Society and is responsible directly to the Board of Trustees for the conduct of the Society's affairs. The President is responsible for the administration of the policies of the Society and makes recommendations on matters of policy to the Board of Trustees for its consideration. All members of the staff of the Society are responsible to the President, according to the organizational plan approved by the Board of Trustees. The President keeps the Executive Committee and the Board of Trustees advised in a timely fashion of the activities and operations of the Society; attends all meetings of the Executive Committee and Board of Trustees, unless specifically requested not to attend; has the authority and responsibility to seek grants, solicit contributions and represent the Society in the continuing efforts to assure its financial base and promote its programs; and, shall assume such other duties as the Executive Committee or the Board of Trustees may assign.

Section 4.7 Election of Officers.

.1 The Nominating and Trustees Committee shall prepare and submit to the Members, at the annual Members meeting of the Society, a slate of officers, other than the President, for approval. Additional nominations can be made by the Members at the meeting. The candidates receiving the most votes shall be elected as Trustees.

END OF ARTICLE IV

ARTICLE V

Committees

Section 5.1 General.

.1 There shall be three types of committees that will oversee the affairs of the Society: a) standing committees created pursuant to this Code of Regulations; b) Board created standing committees and c) Board created ad hoc committees. Standing committees are for the purpose of overseeing those aspects of the Society's operation that continue from year to year. Ad hoc committees are for the purpose of addressing specific issues and normally will complete their work within one calendar year. When it appears that the work of an ad hoc committee will be of a continuing nature, the Board of Trustees may elect to convert it to a standing committee.

.2 All committees shall be composed and shall conduct their business in accordance with written guidelines contained in this Code of Regulations or approved by the Board of Trustees.

Section 5.2 Code Created Standing Committees

.1 There shall be an Executive Committee of the Board of Trustees which shall act on behalf of the Board between meetings of the Board. The Executive Committee shall be composed of the officers of the Society, including the President, and the immediate Past Chairperson of the Board of Trustees. A quorum of the Executive Committee shall be more than one-half (1/2) of the members of the Executive Committee. All actions of the Executive Committee shall be taken by a majority of the members of the Executive Committee who are present and voting. Any such actions shall be reported to the Board of Trustees at the next subsequent meeting of the Board.

.2 There shall be a Compensation Committee of the Board of Trustees which shall be responsible for all compensation determinations relating to the employees of the Society including the compensation of the President. The Compensation Committee shall be composed of the Chairperson, the Treasurer, the immediate Past Chairperson of the Society and an additional member selected by the three of them which additional member shall have expertise in compensation and employee benefit matters and shall have an in-depth knowledge of the finances of the Society. The deliberations and determinations of the Compensation Committee shall be completely confidential and compensation information shall not be available to any other persons including other members of the Board of Trustees or Members of the Society.

Section 5.3 Board Created Standing Committees.

.1 The Board of Trustees has the authority to create any committee of the Trustees, other than the Executive Committee and the Compensation Committee, to consist of not less than three (3) Trustees, and may authorize the delegation to any such committee of any of the authority of the Trustees, however conferred. In addition, the Board of Trustees shall have the authority to create other committees, whose members need not be exclusively Trustees, as it may deem necessary to promote the purposes and carry on the work of the Society, and as described and defined in this Article V of this Code of Regulations.

.2 Each standing committee, other than the Compensation Committee, may designate a secretary to prepare minutes of the meetings for the review and approval of the entire committee and for forwarding to the President for the central files of the Society.

.3 A Trustee may not belong to more than three (3) Standing Committees at one time.

.4 The Chairperson and President of the Society are ex-officio members of each Standing Committee except that the President shall not be a member of the Compensation Committee. The Chairperson is a voting member of each committee. The President is a non-voting member of each committee.

.5 Membership on the Board created standing committees may be extended to non-trustees, according to the individual committee guidelines.

.6 Each standing committee shall establish its requirements for quorum, based on its size and composition. However, in no instance shall a quorum be less than three (3) Trustee members of the committee, or one-third (1/3) of the committee's membership, whichever is larger.

Section 5.4 Ad Hoc Committees.

.1 The Chairperson of each ad hoc committee shall be appointed by the Chairperson of the Society with the concurrence of the Board of Trustees. The chairperson of each ad hoc committee shall be a Trustee of the Society. A Trustee may not chair more than one (1) ad hoc committee at a time.

.2 Each ad hoc committee may designate a secretary to prepare the minutes of the meetings for review and approval of the committee and for forwarding to the President for the central files of the Society.

.3 A Trustee may not belong to more than two (2) ad hoc committees at one time.

.4 The Chairperson and the President are ex-officio members of each ad hoc committee. The Chairperson is a voting member of each committee. The President is a non-voting member of each committee.

.5 Membership on ad hoc committees may be extended to non-trustees, according to the individual committee guidelines.

.6 Each ad hoc committee shall establish its requirements for quorum, based upon its size and composition. However, in no instance shall a quorum be less than two (2) trustee members or one-third (1/3) of the committee's membership, whichever is larger.

.7 The Chairperson of the Board of Trustees shall appoint an ad hoc committee, from time to time, to review the Code of Regulations of the Society, in cooperation with the President, and to recommend to the Board of Trustees any proposed changes for consideration by the Board of Trustees and submittal to the Members.

END OF ARTICLE V

ARTICLE VI
Financial Provisions

Section 6.1 Fiscal Year.

.1 The fiscal year of the Society is the calendar year. The books and records of the Society, other than information relating to the compensation of one or more of the employees including the President, are available for inspection by any Member of the Society for any reasonable and proper purpose at the offices of the Society during normal business hours upon three days advance notice to the President. Compensation information shall not be available to any Trustee or Member other than members of the Compensation Committee.

Section 6.2 Annual Review or Compilation.

.1 An annual review or compilation of the Society's books and accounts for the prior fiscal year shall be made by an independent auditor, approved by the Board of Trustees. The annual review or compilation shall be reported to the Treasurer, the Chairperson and to the President. After receipt by the President, it shall be submitted to the Board of Trustees.

Section 6.3 Society Funds.

.1 The Board of Trustees or the Finance Committee acting on behalf of the Board of Trustees shall establish funds for unrestricted operations, restricted operations, capital improvement, endowment and other categories, as it deems necessary. These funds shall be maintained as separate accounts on the books and records of the Society.

Section 6.4 Responsibility for Investments.

.1 The Finance Committee is responsible for investment of the assets of the Society and has the duty not only to see that the investments are made prudently but that investments are productive, so that the income from them may be used for the purposes of the Society. The Finance Committee shall annually review the investment policy of the Society and shall, after that investigation, recommend any proposed changes to the investment policy to the Board of Trustees.

Section 6.5 Bond.

.1 Any officer or employee of the Society, if required by the Board of Trustees, shall give fidelity bond in a form that the Board of Trustees may require for the faithful performance of his/her duties. Such bond premiums shall be paid by the Society.

Section 6.6 Compensation of Officers, Trustees and Members.

.1 No officer, Trustee or Member, except the President and other paid employees of the Society, shall receive compensation for his/her work on behalf of the Society, except that expenses directly incurred may be reimbursed.

Section 6.7 Conflict of Interest.

.1 All trustees, officers and employees of the Society shall abide by the provisions of the current Conflict of Interest Policy approved by the Board of Trustees.

END OF ARTICLE VI

ARTICLE VII

Indemnification

Section 7.1. Right to Indemnification and Payment of Expenses.

.1 This Society may indemnify and, if so, shall pay the expenses of any person described in and entitled to indemnification or payment of expenses under the provisions of Section 1702.12(E) of the Ohio Revised Code, as such may be altered or amended from time to time and to the full extent permitted thereby. Indemnification determinations shall be made by an affirmative vote of a majority of disinterested members of the Board of Trustees.

Section 7.2. Purchase of Insurance.

.1 The Society may purchase and carry insurance on behalf of any such person, identified under Section 7.1.1, against any liability asserted against such person or incurred by such person in any such capacity or arising out of his or her status as such, regardless of whether the Society would have the power to indemnify him against such liability. Recourse shall be made to any such insurance prior to the satisfaction of any claim for indemnification directly from the assets of the Society.

Section 7.3. Rights Not Exclusive.

.1 The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, this Code of Regulations, any agreement, any insurance purchased by this Society, vote of its Members or otherwise, and shall continue as to a person who has ceased to be a Trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person; however, there shall be no duplicate payments by or on behalf of this Society.

END OF ARTICLE VII

ARTICLE VIII
Amendments

Section 8.1 Amendments.

.1 This Code of Regulations may be amended by the Members of the Society by vote of a two-thirds (2/3) majority of the Members present at any annual meeting of the Society or other meeting specifically called for that purpose.

END OF ARTICLE VIII

END OF CODE OF REGULATIONS