

**RESTATED AND AMENDED CODE OF REGULATIONS
OF NORTHWEST CIVIC ASSOCIATION
(As Amended on March 3, 2010)**

**ARTICLE I
NAME, PURPOSE, AND LOCATION**

Section 1. Name. The name of the Corporation shall be Northwest Civic Association.

Section 2. Purpose. The purpose of the Corporation shall be to promote a positive quality of life, attractive and safe neighborhoods, and a strong economy in Northwest Columbus, with its trustees being alert to inform citizens on matters of civic interest, and take the actions necessary or appropriate to effectuate this purpose.

Section 3. Location. The Corporation's principal place of business shall be located at Columbus, Franklin County, Ohio. The Northwest Civic Association area shall be the area of the City of Columbus bounded by the Olentangy River on the east, the Scioto River on the west, State Route 161 on the north, and the boundary of Upper Arlington and Highland Drive on the south.

**ARTICLE II
MEMBERSHIP**

Section 1. Classes of Members.

A. General Members. Any individual who resides in the Northwest Civic Association area may become a general member of the Corporation, upon the approval of the Board of Trustees, by submitting a signed membership application, paying applicable dues, and agreeing to be bound by the Articles of Incorporation, the Code of Regulations, and the By-Laws.

B. Associate Members. Any resident, business, civic organization, residents' association, condominium association, religious organization, or other non-governmental institution in Franklin County may become an associate member of the Corporation, upon the approval of the Board of Trustees, by submitting a signed membership application, paying applicable dues, and agreeing to be bound by the Articles of Incorporation, the Code of Regulations, and the By-Laws. Associate members are entitled to all the rights and privileges of membership, except they shall not vote or serve as an officer or trustee.

Section 2. Multiple Persons. If a household, business, institution, or other entity containing multiple persons pays a single set of dues, the same shall be counted as one member and entitled to exercise the rights and privileges of one member of the applicable membership class. If multiple persons in such an entity each pay separate dues and become a member of the Corporation, each such person shall

be counted as one member and entitled to exercise the rights and privileges of one member of the applicable membership class.

Section 3. Resignation or Removal. A member may resign from the Corporation by delivering a written resignation to the President or Secretary or mailing the same to the Corporation's address of record.

Except as otherwise provided by law, a member may be removed from membership by the Board of Trustees for conduct prejudicial to the Corporation, at a meeting of the Board of Trustees called for that purpose. Before being removed from membership, a member shall be given written notice at least seven days in advance and shall have an opportunity to address the Board of Trustees regarding the removal.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Time and Place of Meetings. Meetings of members shall be held in or proximate to the Northwest Civic Association area, at a time and place that is convenient for members, as the Board of Trustees shall determine.

Section 2. Annual Meeting. An annual meeting of members shall be held as determined by the Board of Trustees, at which trustees shall be elected in accordance with Section 2.A. of Article IV of the Code of Regulations, and members may transact such other business as properly comes before them. Written notice of the annual meeting shall be given to all members at least fourteen days in advance and shall state the time, place, and purpose(s) of the meeting.

Section 3. Regular Meetings. Regular meetings of members may be held monthly, bi-monthly, or quarterly, as determined by the Board of Trustees. Notice of such meetings need not be given, except that upon first becoming a member of the Corporation a member shall be informed of the dates, time, and place of such meetings and, if the dates, time, or place of regular member meetings is changed, the change shall be published in a newspaper of general circulation in the Northwest Civic Association area.

Section 4. Special Meetings. Special meetings of members may be called by the Board of Trustees, or by the lesser of twenty members or twenty percent of all members by giving written notice to the President or Secretary. Written notice of a special meeting of members shall be given to all members at least seven days in advance and shall state the time, place, and purpose(s) of the meeting.

Section 5. Quorum and Voting. At meetings of members, the presence in person of the lesser of twenty general members or fifty percent of all general members constitutes a quorum. At a meeting of members, each general member present in person, or by proxy, may cast one vote on each question presented, with a

majority of votes cast deciding the question, except as otherwise provided by law, the Articles of Incorporation, the Code of Regulations, or the rules of parliamentary procedure.

Section 6. Adjourned Meetings. If a meeting of members cannot be conducted because a quorum is not present, the general members may, except as otherwise provided by law or the Articles of Incorporation, adjourn the meeting to a time not less than forty-eight hours from the time the original meeting was scheduled to begin. Written notice of a meeting adjourned under this Section shall be given to all members in advance of the meeting.

Section 7. Presiding Officer. If the President and both Vice Presidents are absent from a meeting of members, the general members at the meeting may elect a presiding officer, whose authority extends only to presiding at that meeting and terminates upon the arrival of the President or a Vice President at the meeting or adjournment of the meeting.

ARTICLE IV BOARD OF TRUSTEES

Section 1. Governing Powers. The affairs of the Corporation shall be governed by a Board of Trustees, which has all powers necessary or appropriate to conduct said affairs, except as otherwise provided by law, the Articles of Incorporation, the Code of Regulations, or the By-Laws.

Section 2. Classes of Trustees. Except as otherwise provided by law, the Board of Trustees shall consist of the following persons:

A. General Members. Fifteen trustees shall be elected from among general members, with eight elected at the annual meeting in even years and seven elected at the annual meeting in odd years. Each such trustee shall assume office upon his or her election; shall serve a term of two years or until a successor is elected and qualified; may serve more than one term; and may vote as a trustee, subject to By-Laws adopted under Section 9 of Article IV that permit the presiding officer to vote only to break a tie vote.

B. OSU Airport Director. One trustee may be the Director of the OSU-Don Scott Airport or his or her designee, upon payment of applicable dues and subject to the approval of a majority of trustees elected from among general members. This trustee shall serve a term of one year; may serve more than one term; and shall not vote as a trustee.

C. Student Trustees. Not more than four trustees shall be student trustees who are juniors and/or seniors at Centennial High School and are in good academic standing, upon payment of applicable dues and subject to the approval of a majority of trustees elected from among general members. Each student trustee

shall serve a term of one year; may serve more than one term; and shall vote as a trustee.

Section 3. Vacancies. Except as otherwise provided by law, the Articles of Incorporation, or the Code of Regulations, vacancies on the Board of Trustees shall be filled by a majority vote of the remaining trustees, even though they constitute less than a quorum.

Section 4. Removal of Trustees. A trustee elected from among general members may be removed from office, with or without cause, by a majority vote of general members present at a meeting of members called for that purpose, and a replacement trustee may be elected at that time. Any trustee may be removed from office, for excessive absences from meetings of members and/or the Board of Trustees or for conduct prejudicial to the Corporation, by a majority vote of all trustees elected from among general members, at a meeting of the Board of Trustees called for that purpose. Unless a replacement trustee is elected at a meeting of members as provided in this Section, the Board of Trustees may fill a vacant trustee position caused by the removal of a trustee, as provided in Section 3 of Article IV. Before being removed from office, a trustee shall be given written notice at least seven days in advance and shall have an opportunity to address the removing body regarding the removal.

Section 5. Regular Meetings. Regular meetings of the Board of Trustees may be held as that body shall determine. Notice of such meetings need not be given, but each new member shall be informed of the dates, time, and place of such meetings. If there is a change in the dates, time, or place of regular meetings of the Board of Trustees, the change shall be published in a newspaper of general circulation in the Northwest Civic Association area. Notice need be given of a meeting of the Board of Trustees adjourned from time to time under Section 7 of Article IV.

Section 6. Special Meetings. Special meetings of the Board of Trustees may be called by the President or three trustees, with seven days' advance notice given to each trustee in writing or by telephone, which notice shall state the date, time, place, and purpose(s) of the meeting.

Section 7. Quorum and Voting. The presence, in person or by means of authorized communications equipment, of a majority of trustees specified in Section 2.A. of Article IV shall constitute a quorum at a meeting of the Board of Trustees. If a quorum is present at such a meeting, business shall be transacted by a vote of the majority of the trustees present, except as otherwise provided by law, the Articles of Incorporation, the Code of Regulation, the By-Laws, or the rules of parliamentary procedure. If less than a quorum is present at such a meeting, the majority of trustees present may adjourn the meeting from time to time. If a quorum is present at such an adjourned meeting, any business that may have been transacted at the original meeting may be transacted without further notice.

Section 8. Action Without Meeting. The Board of Trustees may act without a meeting if all trustees are given advance or contemporaneous written notice of the action and all trustees other than the trustee specified in Section 2.B. of Article IV provide written assent to the same. An action without meeting shall be publicly announced at the next regular meeting of the Board of Trustees, and the written statement thereof and assents thereto shall be filed with the minutes of that meeting.

Section 9. ByLaws. The Board of Trustees may adopt, amend, or repeal ByLaws to govern its meetings and operations, which shall not conflict with applicable law, the Articles of Incorporation, or the Code of Regulations.

ARTICLE V OFFICERS

Section 1. Designation and Term. The officers of the Corporation shall be a President, a Vice President of Governance, a Vice President of External Relations, a Secretary, and a Treasurer. They shall be elected from among the trustees elected from among general members, by a majority vote of all trustees elected from among general members, at a meeting of the Board of Trustees held not later than forty days after the annual meeting of members. If such a meeting is not a regular meeting of the Board of Trustees, written notice thereof shall be given to all members at least seven days in advance. An officer shall assume office upon his or her election; serve for a term of one year or until a successor is elected and qualified; and may serve more than one term.

Section 2. Powers and Duties.

A. President. The President shall be the chief executive officer of the Corporation; shall preside at all meetings of members and the Board of Trustees; subject to the approval of the Board of Trustees, may appoint, alter, and disband committees, including a nominating committee to recruit, screen, and recommend officer and trustee candidates, and may appoint and remove a Parliamentarian, a Sergeant-at-Arms, a Legal Counsel, committee chairs, assistant officers, and temporary officers; subject to the approval of the Board of Trustees, may execute contracts, enter into obligations on behalf of the Corporation, and employ persons to assist the Corporation; shall represent the Corporation publicly and in all proceedings and matters that may affect the Corporation, or may designate another officer or trustee to do so; upon leaving office, shall transfer all records and property of the Corporation in his or her hands to the successor President; and shall have such other powers and duties as are provided by law, the Articles of Incorporation, the Code of Regulations, and the By-Laws, and as are determined by the Board of Trustees, and as are usually vested in the president of a not-for-profit corporation.

B. Vice President of Governance. The Vice President of Governance shall perform the duties of the President if the latter is absent or unable to perform the duties of

that office; shall oversee the Governing Documents/Legal Matters Committee, the Fundraising Committee, the OSU Airport Committee and the Student Trustees Committee; shall, along with the Vice President of External Relations, be one of the two candidates for President if the office of President becomes vacant; upon leaving office, shall transfer all records and property of the Corporation in his or her hands to the successor Vice President of Governance; and shall have such other powers and duties as are provided by law, the Articles of Incorporation, the Code of Regulations, and the By-Laws, and as are determined by the Board of Trustees.

C. Vice President of External Relations. The Vice President of External Relations shall oversee the Membership Committee, the Marketing/Branding Committee and the Events Committee; shall, along with the Vice President of Governance, be one of the two candidates for President if the office of President becomes vacant; upon leaving office, shall transfer all records and property of the Corporation in his or her hands to the successor Vice President of External Relations; and shall have such other powers and duties as are provided by law, the Articles of Incorporation, the Code of Regulations, and the By-Laws, and as are determined by the Board of Trustees.

D. Secretary. The Secretary shall receive, issue, and keep correspondence on behalf of the Corporation; keep minutes of meetings and other records of the Corporation; upon leaving office, shall transfer all records and property of the Corporation in his or her hands to the successor Secretary; and shall have such other powers and duties as are provided by law, the Articles of Incorporation, the Code of Regulations, and the By-Laws, and as are determined by the Board of Trustees.

E. Treasurer. The Treasurer shall receive, hold, manage, and disburse all funds of the Corporation, and keep and report an accurate account of the same; upon leaving office, shall transfer all records and property of the Corporation in his or her hands to the successor Treasurer; and shall have such other powers and duties as are provided by law, the Articles of Incorporation, the Code of Regulations, and the By-Laws, and as are determined by the Board of Trustees.

Section 3. Removal. An officer designated in Section 1 of Article V may be removed from office, with or without cause, by a majority vote of all trustees elected from among general members, at a meeting of the Board of Trustees called for that purpose, and shall automatically be removed from office if he or she is removed as a trustee under Section 4 of Article IV of the Code of Regulations. Except upon automatic removal from office under this Section, before being removed from office, an officer shall be given written notice at least seven days in advance and shall have an opportunity to address the Board of Trustees regarding the removal.

Section 4. Temporary Officers. Except as otherwise provided by law, the Articles of Incorporation, the Code of Regulations, or the By-Laws, if an officer

designated in Section 1 of Article V is temporarily absent or unable to perform the duties of such office, the Board of Trustees may appoint from among the trustees elected from among general members a temporary officer to perform the duties of such office until the designated officer is present or reassumes his or her duties, and may remove such temporary officer with or without cause.

ARTICLE VI FISCAL AFFAIRS

Section 1. Dues. Member dues, if any, shall be fixed by a majority vote of general members present at the annual meeting or a meeting of members called for that purpose. A member who fails to pay the applicable dues within sixty days after the same are due shall be dropped from membership. The Board of Trustees may authorize a reduction in general member dues for individuals who reside in the Northwest Civic Association area and are represented by an organization that is an associate member. For such an individual to receive a reduction in dues, the associate member must arrange or provide payment of general member dues, and submit a completed membership application, for that individual.

Section 2. Expenditures and Debt. No expenditure shall be made without the approval of the Board of Trustees. No expenditure in excess of one hundred dollars shall be made, and no indebtedness shall be incurred or funds encumbered, without the prior approval of the Board of Trustees.

Section 3. Clerical Help. With the prior approval of the Board of Trustees, an officer may contract for clerical, bookkeeping, stenographic, or similar assistance necessary for the proper discharge of his or her duties.

Section 4. Two Signatures. Checks issued on behalf of the Corporation and, except for deposits to accounts, all other accounts, certificates of deposit, and negotiable instruments opened, closed, transferred, issued, withdrawn, altered, cancelled, or redeemed on behalf of the Corporation shall be signed by any two of the following officers: President, Vice President for Governance, Vice President for External Relations, Treasurer, or Secretary.

Section 5. Fiscal Year. The Corporation's fiscal year shall begin on January 1, except as the Board of Trustees determines otherwise.

Section 6. Auditing and Reports. The President, with the assistance of other officers and trustees as appropriate, shall cause to be prepared annually a statement of the affairs of the Corporation, including a balance sheet and financial statement for the preceding year, which shall be presented at the annual meeting of members and filed with the records of the Corporation. Financial records and statements need not be audited, but any such records and statements shall be audited if so directed by the Board of Trustees or a majority of general members at a meeting of members called for that purpose.

Section 7. Indemnification. Except as prohibited by law, each officer and trustee shall be indemnified by the Corporation against costs and expenses reasonably incurred in connection with any action, suit, or proceeding to which he or she is made a party by reason of being, or having been, an officer or trustee, except to the extent he or she is finally adjudged by a court of competent jurisdiction to have acted negligently or engaged in willful misconduct, in the capacity of an officer or trustee, in a matter in question in such action, suit, or proceeding. The Board of Trustees may indemnify employees of the Corporation in a manner consistent with the preceding sentence.

ARTICLE VII MISCELLANEOUS

Section 1. Parliamentary Procedure. To the extent not inconsistent with applicable law, the Articles of Incorporation, the Code of Regulations, or the By-Laws, all affairs of the Corporation shall be conducted in accordance with the latest edition of Robert's Rules of Order.

Section 2. Order of Business. Unless changed by a vote of members with respect to a meeting of members, or by a vote of the trustees with respect to a meeting of the Board of Trustees, the order of business at meetings shall include a roll call or tally of persons eligible to vote at the meeting in person or by proxy, reading of the minutes, reading of reports, old business, and new business.

Section 3. Member Information. A current roll of general members, associate members, student trustees, officers, and trustees shall be kept; shall be made available to officers and trustees upon request; and shall be made available to any member upon request, provided that information other than name, address, class of membership, and office held may be redacted to protect personal privacy. Except as required by law or the Articles of Incorporation, no person shall otherwise release, or use for purposes unrelated to NWCA, information kept under this Section, unless the subject of the information expressly authorizes such release or use.

Section 4. Written Notices. Any communication that the Articles of Incorporation, the Code of Regulations, or the By-Laws requires or permits to be in writing and given to an officer, trustee, or member may be delivered by personal delivery; regular or certified first-class mail; or by fax, telegraph, telegram, e-mail, or other electronic means that produces, or reasonably enables the recipient to produce, a printed or other permanent record of the full text of such communication.

Section 5. Waiver of Notice. Any person entitled to receive notice of a meeting of any body of the Corporation may waive such notice by delivering, before or at the meeting, a written waiver to the President, Secretary, or presiding officer at the meeting, or by otherwise placing the waiver on the record at the meeting, and the waiver shall be deemed equivalent to the giving of notice.

Section 6. Proxies. Proxy voting shall be permitted at all meetings of all bodies of the Corporation, except as otherwise provided by law or the Articles of Incorporation; or in the election or removal of an officer or trustee or the removal of a member from membership, or in the adoption, amendment, or repeal of the Articles of Incorporation, Code of Regulations, or By-Laws. A proxy shall be written, signed or suitably indicate a signature, and dated by the issuer; shall state the meeting(s) to which it applies and the person(s) authorized to cast the proxy vote; may specify that the proxy vote shall be cast in a particular manner; and shall be filed with the Secretary or presiding officer before the start of business at the meeting at which the proxy is to be cast.

Section 7. Public Officials. Except the trustee specified in Section 2.B of Article IV, no public or political official (elected officeholder, appointed officeholder, or public employee), whose jurisdiction covers any part of the Northwest Civic Association area and whose duties include reviewing or determining matters that normally involve the Corporation, shall serve as an officer or trustee elected from among general members.

Section 8. Compensation and Expenses. Officers and trustees shall not receive anything in connection with the activities of the Corporation that has more than nominal value, whether from the Corporation or otherwise; provided they may receive benefits or considerations that are available to all general members upon the same terms and conditions and, subject to the approval of the Board of Trustees, they may be reimbursed by the Corporation for necessary and reasonable expenses incurred in the performance of their duties.

Section 9. Conflict of Interest. No officer or trustee shall vote in that capacity on any matter in which he or she or a member of his or her immediate family (parent, grandparent, spouse, sibling, child, grandchild, aunt, or uncle, including "step" relationships) has a conflict of interest as the result of an employment, financial, or fiduciary relationship.

Section 10. Amendments. The Code of Regulations may be amended or repealed, in a manner that does not conflict with applicable law or the Articles of Incorporation, by a majority vote of general members at a meeting of members called for that purpose. Written notice of such proposed action, and a copy of any proposed amendments, shall be given to all members at least fourteen days in advance. At such meeting, proposed amendments for which advance notice has been given may be amended, but other amendments shall not be considered.