

**BELLBROOK COMMUNITY IMPROVEMENT CORPORATION
BYLAWS**

ARTICLE I

Section 1. Name. The name of this corporation shall be the Bellbrook Community Improvement Corporation (the "Corporation").

Section 2. Incorporation: Registered Office. The Corporation is a non-profit corporation, incorporated in the State of Ohio. The Corporation's statutory agent shall be such person or entity as is so designated, from time to time, with the Ohio Secretary of State.

Section 3. Purpose. The Corporation is formed for the purpose of advancing, encouraging, and promoting the industrial, economic, commercial, and civic development of the City of Bellbrook, Ohio (the "City") and in furtherance, thereof, to have all the powers granted a corporation not for profit that is a community improvement corporation under Chapter 1702 and 1724 of the Ohio Revised Code, as such now exist or as the same may be amended from time to time.

Section 4. Powers. The powers of the Corporation are as set forth in the Articles of Incorporation of the Bellbrook Community Improvement Corporation (the "Articles"), on file with the office of the Ohio Secretary of State.

ARTICLE II DEFINITIONS

Section 1. Definitions.

All terms used herein shall have the same definitions as those found in Section 1702.01 of the Ohio Revised Code.

ARTICLE III MEMBERSHIP

Section 1. General Requirements. The members of the board of Directors named by the incorporators of the Corporation (the "Board") shall be the first members of the Corporation (the "Members"). The Board shall have the power to create such other classifications of membership or name additional members, as the Directors, in their discretion, deem necessary.

Section 2. Rights and Privileges. All organizational powers of the Corporation shall be exercised by the Members of the Corporation, including, but not limited to, the power to amend the Corporation's Articles, to amend these Bylaws to dissolve the Corporation and to distribute the assets of the Corporation after dissolution in accordance with Section 1724.07 of the Ohio Revised Code, to elect the Corporation's successor Directors, and to take all other actions authorized by Corporation 1724 and 1702 of the Ohio Revised Code, subject to the limitations imposed by law, the Articles, or these Bylaws.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. There shall be an annual meeting of Members of the Corporation for the transaction of such business as may properly come before the meeting or any adjournment thereof. The annual meeting shall be held at such time and place as the Board of Directors may determine; provided there shall be no more than fourteen (14) months between annual meetings. Written notice of such meeting stating the date, time and place of such meeting shall be sent to each Member, at the last address shown on the Corporation's records, at least 15 days before the date of the meeting, or as provided by Ohio law. The election of Directors and Officers shall take place at the annual meeting.

Section 2. Special Meetings. Special meetings of the Members may be called by any of the following:

- (a) The President;
- (b) The Board of Directors by action at a meeting, or a majority of the Directors acting without a meeting; or
- (c) At the request of a majority of the Members.

Special meetings shall be held at such times and places as the Board of Directors may determine. Written notice of any special meeting stating the date, time, place and purpose of such meeting shall be sent to each Member, at the last address shown on the Corporation's records, at least fifteen (15) days but not more than thirty (30) days before the date of the meeting, or as provided by Ohio law.

Section 3. Voting by Proxy. Voting on all matters required to be acted upon by the Members may be conducted by proxy. The Board of Directors may establish rules and procedures for proxy voting by Members; provided, however, that all proxies must be in writing, and no proxy shall be valid for more than twelve (12) months.

ARTICLE V BOARD OF DIRECTORS

Section 1. Powers of the Board of Directors. The Board shall have supervision, control and direction of the affairs and property of the Corporation, shall determine the policies of the Corporation and shall actively pursue the purposes and objectives of the Corporation. The Board may adopt such rules, regulations and procedures for the conduct of its business, for the execution of its powers, for the implementation of this Code as it shall deem necessary or advisable.

Section 2. Composition of the Board. The Board shall be comprised of not fewer than four (4) voting members and not more than seven (7) voting members. At all times, not less than two-fifths (40%) of the Board shall be composed of appointed or elected officers of the City and shall be composed as follows:

- (a) Two (2) Council Members appointed by a majority vote of Council
- (b) The City Manager or designee
- (c) The Community Development Administrator
- (d) Three (3) members at large
 - a. Appointed members may be residents or non-residents; however, non-residents must either have a business, charitable or socially purposed direct interest in the City of Bellbrook.

The voting members may appoint Ex Officio members to advise the Board of Directors.

Section 3. Qualifications of the Board. The members of the Board should possess the acumen, education, and experience to make a significant contribution to the Board and bring a range of skills, diverse perspectives and backgrounds to the deliberations of the Board. Importantly, the members of the Board must have the highest ethical standards, a strong sense of professionalism and a dedication to serving the interests of the City and be able to make themselves readily available to the Board in the fulfillment of their duties. The overall ability and experience of an individual should determine their suitability and should be assessed in the context of the then current composition of the Board as a whole.

The following attributes, among others that may be appropriate, should therefore be considered in assessing the contribution that an individual would make to the Board:

- An understanding of financial reporting and internal control principles or financial management experience; and
- Experience or perspective involving community development, economic development, real estate development, business management, agricultural preservation, public administration, historical preservation, wetland and environmental preservation, fund and donor development, grants management, public infrastructure, and significant cultural experience and understanding of the City; and
- The aptitude and experience to fully appreciate the legal responsibilities of a director and the governance processes of a public organization,

Each member of the Board must have the highest ethical standards, a strong sense of professionalism and be prepared to serve the interests of the City of Bellbrook. Among other attributes that may be appropriate, a member of the Board should therefore:

- Exhibit independence, objectivity and a commitment to corporate governance standards
- Possess personal qualities of intelligence, self-assuredness, inter-personal skills, commitment, communication skills, inquisitiveness, objectivity, practical wisdom and mature judgment
- Possess a willingness to commit sufficient time to discharge the duties of the Board
- Possess the ability to be able to develop and maintain a good working relationship with the other members of the Board and with the community.

Section 4. Term of the Board. Directors shall serve for three (3) year terms, provided that the initial Directors may serve terms of less than three (3) years, such that the terms of one-third (1/3) of the at-large appointed Directors shall expire at each annual meeting. Directors shall be limited to uninterrupted Board membership terms, with the following exceptions:

- (a) The City Manager and Community Development Administrator are a permanent position on the board linked to the title of the employment position of the City and not limited to term.

Newly elected Board members shall take office immediately following the close of the meeting at which they are elected.

Section 5. Nomination and Election. Persons qualified to be Directors may be nominated by written notice submitted to the Secretary at least ten (10) days before the meeting at which the election is to be held. Additional nominations may be made from the floor at the meeting at which the election is held. The nominee must either be present and consent to the nomination or have indicated in writing the willingness to serve. Unless there are no more nominees than vacancies, election to the Board of Directors shall be by secret written ballot. At such elections, each Member or the Member's proxy may cast one vote in respect to each vacancy. The persons receiving the largest number of votes shall be elected, and, likewise, those receiving the larger number of votes shall be elected to the longer terms. In cases of ties, the winner shall be determined by lot. Cumulative voting is not permitted.

Section 6. Meetings. Public Notice and Meetings shall be conducted in accordance with Ohio's Public Records and Open Meetings laws. Subject to Ohio Law, any or all Directors may participate in duly called meetings of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participations shall constitute presence in person at a meeting. Notice of meetings of the Board of Directors may be given orally or in writing and shall be given to each member of the Board of Directors at least seventy-two (72) hours before the time appointed for the meeting, except in an emergency.

Section 7. Waiver of Notice. Whenever any notice is required to be given to any Director under these Bylaws a written waiver thereof, signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

Section 8. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent setting forth the action so taken shall be signed by all members of the Board of Directors or of such committee, as the case may be, and such unanimous written consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Directors or at a meeting of such committee, as the case may be. All such action shall be reported at the next duly called meeting of the Board of Directors.

Section 9. Quorum; Acts of the Board. A majority of the number of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors. At any duly called meeting of the Board of Directors at which a quorum is present, the act of a majority of the Directors present and voting shall be the act of the Board of Directors on any matter, except with respect to public policy issues or where the act of a greater number of Directors is required by law, the Articles or this Code. If a quorum is not present at any duly called meeting of the Board, a majority of the Directors present may adjourn the meeting from time to time, without further notice, until a quorum is present.

Section 10. Resignation or Removal. Any Director may resign by presenting a written resignation to the President or Secretary, and such resignation

shall take effect at the time specified therein, or, if no time is specified, at the time of receipt thereof by the President. Any Director unable to attend a duly called meeting of the Board of Directors shall advise the President as to the reason for the absence. If a Director has three consecutive absences from duly called meetings of the Board of Directors without the Board excusing such absences, such Director shall be deemed to have resigned as a Director; provided, however, that the Board of Directors may waive this provision in particular cases. A Director may be removed from office, with or without cause, by a two-thirds (2/3rds) vote of the Members; provided, however, that such Director shall be afforded an opportunity to be heard, either orally or in writing, prior to any such action.

Section 11. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the then remaining members of the Board of Directors, even though less than a quorum of the Board. Any Director elected to fill a vacancy shall serve until the next meeting of the Members at which Directors are elected.

Section 12. Reimbursement of Expenses. No Director shall be compensated for serving as a Director; provided, however, that the Board of Directors may reimburse any Director for reasonable out-of-pocket expenses incurred as budgeted and authorized by the Board of Directors.

ARTICLE VI OFFICERS

Section 1. Officers. The elected officers of the Corporation shall be a President, Vice President, a Treasurer and a Secretary. The Board of Directors may from time to time appoint such other officers as the Board may deem necessary or advisable.

Section 2. Election and Term of Office. The officers of the Corporation, shall be elected from among the Directors each year by the Board of Directors by a majority vote of the Board. Each officer will serve for a term of one year and until a successor has taken office.

Section 3. Removal. Any officer may be removed by a majority vote of the entire Board of Directors if, in the judgment of the Board, the best interests of the Corporation would be served by such removal.

Section 4. Vacancies. Vacancies in any office, with the exception of President, may be filled for the balance of the remaining term by the Board of Directors at a meeting of the Board in accordance with such rules and procedures as may be established by the Board.

Section 5.1 President. The President shall preside at all meetings of the Board and of the members and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. When the President and Vice-President are not available to preside at a meeting, he or she shall designate an elected Director to preside for that meeting or in the absence of such designation, a majority vote of Directors then in office shall designate an elected Director to preside at that meeting. The President is authorized to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation, except when by law the signature of another is required.

Section 5.2 Vice-President. The Vice- President shall have the powers and duties as set forth in the policies approved by the Board or in these Bylaws. If the President is absent the Vice-President shall perform the duties of the President. Any partial term served by a Vice-President to fill in a vacancy shall not be counted as a term for purpose of this Section.

Section 5.3 Directors. The Directors shall have the powers and duties as set forth in the policies approved by the Board or in these Bylaws. If the President and the Vice-President are absent or disabled a Director, designated by the Board, shall perform the duties of the President.

Section 5.4 Treasurer. The Treasurer of the Corporation or his or her designee shall keep and maintain adequate and correct financial records of the Corporation and report on the financial condition of the Corporation to the Board. The Treasurer or his or her designee shall receive and deposit all money and other valuables belonging to the Corporation in the name of and to the credit of the Corporation and shall disburse the same in accordance with Board policies. Further, the Treasurer shall have such powers and shall perform additional duties as may be prescribed for him or her by the Board or these Bylaws. Any partial term served by a Treasurer to fill in a vacancy shall not be counted as a term for purpose of this Section.

Section 5.5 Secretary. The Secretary, or his or her designee, shall keep and maintain at the principal office of the Corporation or such other place as the Board may order, records of all proceedings of the Board and the meetings of the membership, with the time and place of each meeting, whether regular or special, and, if special, how authorized, the notice thereof given and the names of those present. The Secretary or, if he or she is unable or unwilling, any other officer of the Corporation shall give or cause to be given notice of all the meetings of the members and of the Board required by these Bylaws or by statute to be given, and he or she shall cause the seal of the Corporation, if any, to be kept in safe custody. The Secretary shall provide for the safe custody of the valuable papers and books of the Corporation, and such papers and books shall at all times be accessible to the Directors. The Secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the Board, a record of the

Corporation's members, showing each member's name, address, and class of membership. He or she shall have all of the powers and perform all of the duties incident to the office of Secretary, and he or she shall have such further powers and shall perform such further duties as may be prescribed for him or her by the Board. In the absence of the Secretary from any meeting of the Board or the members, the President may appoint another person to take the minutes of such meeting. Any partial term served by a Secretary to fill in a vacancy shall not be counted as a term for purpose of this Section.

Section 5.6 Executive Director. The Executive Director, subject to the oversight of the Board, shall have complete oversight of and is accountable for the daily management of the Corporation, including the execution, administration and implementation of Board policies and oversight of Corporation staff, its facilities, and all other assets of the organization financial or otherwise. Additionally, the Executive Director shall have other powers and duties as may be prescribed or delegated by the Board or by these Bylaws. The Executive Director, or his or her designee(s), is authorized to execute all contracts and other instruments as provided by Board policies. At no time shall the Executive Director of the Corporation serve as an Elected Officer.

Section 8. Salaries; Reimbursement of Expenses. No elected officer of the Corporation shall be compensated for serving as an officer. Officers may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as officers, as budgeted and authorized by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. General. Unless otherwise provided in this Code or directed by the Board, the President shall appoint such other standing or special committees, subcommittees or boards as may be required by this or as may be deemed necessary or appropriate by the President.

Section 2. Reimbursement of Expenses. Members of committees may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as members of committees, as budgeted and authorized by the Board_

ARTICLE VIII LIMITATIONS OF LIABILITY; INDEMNIFICATION

Section 1. Limitations of Liability. Nothing herein shall constitute Members of the Corporation as partners for any purpose. No Member, officer, Director, agent, representative or employee of the Corporation shall be liable for any act or failure to act on the part of any other Member, officer, Director, agent, representative or employee of the Corporation, nor shall any Member, officer, Director, agent, representative or employee of the Corporation be liable for any act or failure to act under this Code, except acts or failures to act arising out of such person's willful misfeasance.

Section 2. Indemnification. The Corporation shall indemnify and hold harmless each current and former Director, officer, employee, agent or representative of the Corporation in accordance with the applicable provisions of the Articles.

Section 3. Insurance. The Corporation shall annually evaluate risks and exposures of the Corporation and to its Board of Directors, Officers, Volunteers and employees, and purchase general liability, and Directors Officers, Errors and Omissions Insurance, at levels deemed most reasonable and affordable by the Board.

ARTICLE IX MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the same fiscal year as that of the City of Bellbrook, unless otherwise determined from time to time by the Board or State Statute.

Section 2. Contracts, Checks, Drafts, etc. Except as otherwise provided in this Code, all contracts and all checks, drafts, notes, acceptances, endorsements and other evidences of indebtedness may be signed on behalf of the Corporation by the Executive Director, and also by any authorized Director.

Section 3. Loans. No loans shall be made or obtained on behalf of the Corporation and no negotiable instruments other than checks shall be issued in its name, unless and except as authorized by the Board.

Section 4. Deposits. Unless otherwise directed by the Board, all funds of the Corporation shall be deposited in such depositories as the President may select, or as may be selected by another officer or agent authorized by the Board.

Section 5. Fidelity Coverage. The Board may, from time to time, cause the Corporation to be bonded or insured against losses arising because of acts or omissions by those handling Corporation funds. The cost of such coverage shall be paid by the Corporation.

Section 6. Procedures. All meetings of the Members and the Board shall be governed by the rules set forth and agreed to by the Board of Directors, from time to time, or agreed to for that meeting or committee, including but not limited to utilization of the latest edition of Robert's Rules of Order, Newly Revised, as long as such rules are not in conflict with these Bylaws or with rules and procedures established by the Board, and for that meeting, the members present agree to said rules of order.

Section 7. Seal. The Corporation has no seal and no seal shall be required to validate any act by any person on behalf of the Corporation, or for any other reason.

Section 8. Dissolution. Upon dissolution of the Corporation, any funds remaining shall be distributed as specified in the Articles.

Section 9. Notices. Unless otherwise prohibited by this Code or Ohio law, all notices and other communications required by this Code or Ohio law shall be in writing and shall be given by:

- (a) Personal delivery;
- (b) United States mail, first class, postage prepaid;
- (c) Statutory overnight delivery;
- (d) Electronic mail;
- (e) Facsimile; or

- (f) A secure web site, provided that notice shall be deemed given via web site only upon proof that the addressee has retrieved the message.

Section 10. Public Records Policy. TBD

ARTICLE X AMENDMENTS

This Code may be amended, repealed or altered, in whole or in part, by the affirmative vote of two-thirds (2/3rds) of the members of the entire Board at a duly called meeting of the Board at which a quorum is present; provided, however, that the notice of such meeting must be in writing, must describe, generally, the scope and nature of the amendment, revision or alteration to the Code, and must state that a purpose of the meeting is to vote on such proposed amendment, revision or alteration to this Code.

Passed the _____ day of _____, 2022 By a majority vote of the Board of Directors.

Authentication:
