

## Summary of Changes January 2018

- Number of required Board members decreased to 10% of paid membership
- Removed term limits for Board members.
- Quorum for annual meetings changed to “a majority of the members of the Council present at any meeting”
- Past President shall serve as Nominating Chair to ensure continuity of leadership support.

## **AMENDED CODE OF REGULATIONS OF DAYTON COUNCIL ON WORLD AFFAIRS**

An Ohio Nonprofit Corporation as adopted on September 13, 2010; amended January 29, 2018

### **ARTICLE I – NAME**

The name of the corporation shall be Dayton Council on World Affairs (the “Council”).

### **ARTICLE II – OFFICE**

The principal office of the Council is to be located in the Greater Dayton area Ohio, at such place as may, from time to time, be designated by the Board of Directors.

### **ARTICLE III – PURPOSE**

The purpose of the Council is to foster an informed public opinion as the democratic basis for sound foreign policy, to conduct a comprehensive program of the community education in world affairs, and to develop the widest possible understanding of international relations as an essential step toward lasting peace. The Council shall not advocate any specific policy or action, carry on propaganda or attempt to influence legislation, or intervene in any political campaign on behalf of any candidate for public office.

The Council shall have the power to engage in any other lawful act of activity for which corporations may be formed under Chapter 1702 of the Ohio Revised Code or any successor provision; provided, however, that the Council shall at all times be operated in a manner consistent with the qualifications for a corporation organized for educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor provision thereof.

### **ARTICLE IV – MEMBERS**

The members of the Council shall be those persons or corporations, which may be admitted to membership upon such terms as the Board of Directors shall determine. The Board of Directors shall have authority to determine the dues, if any, to be paid by members and the tenure of membership; provided, however, that contributions to the Council may be made by any person or association of persons, whether members or not. Upon the termination of any membership, all rights of the member of the Council shall cease.

### **ARTICLE V – AFFILIATED MEMBERS**

Other organizations consisting of not less than ten (10) persons may become affiliated members provided that their purposes and activities are not inconsistent with the purposes of the Council. The Board of Directors shall determine the dues of affiliated members and the conditions and tenure of such membership.

### **ARTICLE VI – MEETING OF MEMBERS**

The annual meeting of the members of the Council for the election of Directors shall be held at such time and place as may be designated by the Board of Directors and specified in the notice of such meeting. Special meetings of the members may be called by the Board of Directors or upon the petition of ten (10) or more members and shall be held at such time and place as may be designated by the Board of Directors and specified in the notice of such meeting. A notice of any annual or special meeting shall be deemed sufficient if deposited in the mail or communicated by email seven (7) days prior to such meeting, addressed to the members at their respective addresses appearing on the records of the Council, and notice of any and all meetings may be waived by members, in writing, orally, or by attendance at the meeting. A notice of any annual meeting shall include the slate of candidates nominated for election to the Board.

At any annual or special meeting, quorum vote of a majority of the members of the Council present at any meeting shall be the act of the Council for transacting any and all business. Each member, other than an affiliated member, shall be entitled to one vote, and may vote or act by proxy. An affiliated member shall not be entitled to vote. If a quorum is not present on the day first designated for a meeting, the meeting shall be adjourned for not less than seven (7) nor more than thirty (30) days, and such notice of such adjourned meeting

shall be given in the manner above described. At the meeting reconvened after such adjournment, those members present in person or by proxy shall constitute a quorum for the transaction of all business.

## **ARTICLE VII – COUNCIL FUNDS**

The funds of the Council shall be used solely to advance the educational purposes of the Council. No part of such funds shall inure, directly or indirectly, to the benefit of any member or individual. The Council shall have authority to receive donations from any source, in cash or other property acceptable to the Board of Directors. The Board of Directors may accept donations subject to restrictions as to the uses and purposes for which the same may be applied or which limit the time, manner, amount or other terms of such application, provided that the uses and purposes and the terms of application specified are within the purpose of the Council and do not violate the Articles of Incorporation of the Council (the “Articles of Incorporation”), this Code of Regulations or any applicable statute or rule of law. To facilitate the making and administration of restricted donations, the Board of Directors may establish special trusts or funds, donations to which shall be held for specified uses and purposes and/or terms of application, provided that such specific uses and purposes of the Council do not violate its Articles of Incorporation, this Code of Regulations or any applicable statutes or rule of law. The authority granted to the Council, and the powers granted to the Board of Directors in Article VIII, shall be deemed to be in addition to, and not in limitation of, the authority and power otherwise granted to each of them.

## **ARTICLE VIII – BOARD OF DIRECTORS AND ADVISORY BOARD**

### **A. Board of Directors**

**Section 1. Powers.** Except as otherwise required by the Article of

Incorporation, this Code of Regulations or by Chapter 1702 of the Ohio Revised Code or any successor provision, all of the powers of the Council shall be vested in the Board of Directors who shall have all of the powers described in Chapter 1702 of the Ohio Revised Code or any successor provisions.

**Section 2. Number.** The Board of Directors of the Council shall consist of not less than a number equal to 10% of paid membership, nor more than twenty four (24) persons, who shall include the Officers of the Council and Regular Directors all of whom shall be elected as hereinafter provided.

**Section 3. Regular Directors.** The number of Regular Directors of the Council shall be fixed by the members of the Council at each annual meeting; provided, however, that no reduction in the number of Regular Directors shall have the effect of shortening the term of any member of the Board of Directors. Approximately one-third (1/3) of the Regular Directors shall be elected each year at the annual meeting of the members of the Council to serve until the third annual meeting following their elections (constituting a three-year term) and until their successors have been elected and qualified.

**Section 4. Special Directors.** Whenever the President of the Council determines that the best interests of the Council or of the community would be served by the representation of a particular person, group or other association on the Board of Directors of this Council, the President may, from time to time, appoint persons to serve as Special Directors. Special Directors shall have no voting power. Special Directors shall serve for a term of one year. The term of a Special Director may be renewed by the President after the Annual Meeting.

**Section 5. Nomination and Election of Directors.** Any adult member in good standing shall be eligible for election to the Board of Directors. At each Annual Meeting, approximately one-third (1 / 3) of the directors shall be elected for a term of three years each. At the Board of Directors meeting prior to the date fixed for the Annual Meeting, the Chair of the Nominating Committee shall announce the slate of candidates. Voting by proxy is not permitted. Nominations from the floor will be accepted. At the Annual Meeting, those candidates in number equal to the number of positions under contest receiving the highest number of votes shall be elected and seated at the first Board meeting following the Annual Meeting.

**Section 6. Resignation; Removal and Vacancies.** A Director may resign at any time by instrument in writing to that effect filed with the Secretary or any officer of the Council other than himself or herself. A Director may be removed with or without cause by the affirmative vote of two-thirds of the persons then serving as Directors at a regular or special meeting of the Board of Directors of the Council. Whenever any vacancies shall occur among the Directors, including vacancies created by an increase in the number of authorized Directors, the remaining Directors shall constitute the Directors of the Council until such vacancy is

filled or until the number of Directors is changed. The remaining Directors may, by a vote of a majority of their number, fill any vacancy for the unexpired term.

**Section 7. Quorum.** A simple majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at any time and place appointed for a meeting of the Board, a majority of those present may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum shall be present. The act of a majority of the Regular Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number of voting Directors is required by the Articles of Incorporation or by the code of Regulations.

**Section 8. Limitation on Terms.** There shall be no limit to terms for officers wishing to serve as a member of the Board of Directors so long as the membership elects them after their standing term of office.

**Section 9. Compensation.** All members of the Board of Directors shall serve without compensation. The Board of Directors may, from time to time, employ personnel who shall serve in compensated staff positions.

## **B. Meetings of the Board of Directors**

**Section 1. Regular Meetings.** Regular meetings of the Board of Directors shall be held on the second Monday of every month, or at such other time as determined by the Board of Directors, not less than nine (9) meetings times each calendar year.

**Section 2. Special Meetings.** Special meetings of the Board of Directors may be called by any officer of the Council or by a majority of the Board of Directors upon twenty-four (24) hours' notice. No business other than that specified in the notice shall be considered at any special meeting except with the unanimous consent of all Directors entitled to notice of such meeting.

**Section 3. Election of Officers.** The first meeting of the Board of Directors following the Annual Meeting of members and the election of new Directors shall include the election of the Officers of the Council and the transaction of any other business that may properly come before the Directors.

**Section 4. Notice.** A written notice of each annual, re-scheduled regular or special meeting stating the time and place and the purpose or purposes thereof shall be personally delivered, mailed postage prepaid or sent by electronic transmission (email) to each Director who is entitled to notice of such meeting, not more than thirty (30) nor less than three (3) days before such meeting. Notice of regular meetings may be dispensed with if held at the customary time and in the customary location for such meeting. If mailed or sent by electronic transmission, notices shall be addressed to each Director at such director's business or residence or electronic address as it appears upon the records of the Council. 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.

Notice of the time, place, and purposes of any meeting of Directors, whether required by law, the Articles of Incorporation or this Code of Regulations, may be waived in writing, either before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such Director of notice of such meeting; provided, however, that such waiver shall not be deemed to permit consideration at a special meeting of any business not specified in the notice.

**Section 5. Actions by Conference Telephone; Action by Directors Without Meeting.** Directors may participate in a meeting of the Board of Directors (or a committee of the Board of Directors, if any committee or committees are so formed) by means of conference telephone, e-mail or similar communication equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

In addition, any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting in a writing or writings signed by all of the Directors who would be entitled to notice of a meeting for such purpose. Any such writing shall be filed with or entered upon the records of the Council.

**Section 6. Attendance.** In the event any member of the Board of Directors shall fail to attend at least four (4) meetings of the Board of Director during any calendar year and such absences are unexcused absences, the position of such Director shall be subject to review by the Executive Committee. The Executive Committee shall

evaluate the facts and circumstances of such nonattendance and shall determine whether the position of such Director shall be declared vacant. The decision to declare a vacancy for nonattendance shall be solely within the discretion of the Executive Committee.

#### **ARTICLE IX – COMMITTEES**

**Section 1. Committees.** The board of Directors may appoint two or more committees of the council (including, without limitation, an Executive Committee and a Nominating Committee), which committee(s) shall serve at the pleasure of the Board. Each such committee shall consist of at least three Directors. The resolution establishing each such committee shall specify a designation by which it shall be known and shall fix its powers and authority. The Board of Directors may delegate to any such committee any of the authority of the Board of Directors, however conferred; provided, however, that neither the Executive Committee, nor any other committee, shall have any such authority except for that expressly delegated by the Board of Directors. The Board of Directors shall designate a chairman of each committee and may likewise appoint one or more Directors as alternate members of any such committee, who may take the place of any absent member or members at any meeting of the particular committee. All actions taken by any such committee shall be subject to revision and alteration by the Board of Directors.

**Section 2. Executive Committee.** There shall be an Executive Committee which shall be a standing committee consisting of the President, President-Elect, Secretary, Treasurer, and Directors acting as chairs of the active committees. The Executive Committee shall have the power to act on behalf of the Board between Board meetings, and any action taken by the Executive Committee on behalf of the Board shall be reported to the Board at its next meeting. Three members of the Executive Committee shall constitute a quorum for the transaction of business and the Executive Committee may act by the affirmative vote of a majority of its members in attendance at a meeting in which a quorum is present.

**Section 3. Nominating Committee.** There shall be a Nominating committee which shall be a standing committee consisting of a least three (3) Board members. The Nominating Committee Chair position will be the responsibility of the Past-President. The Nominating Committee shall be charged with identifying candidates for vacancies on the Board of Directors, reviewing the credentials of nominees, and presenting the slate to the Board of Directors for approval prior to the Annual Meeting. The Nominating Committee shall also be charged with presenting a slate of proposed officers. The Chair of the Nominating Committee will further present the nominations of Directors for approval by the members at the Annual Meeting.

**Section 4. Other Committees.** The Board of Directors may establish such additional committees as it deems necessary to carry out the purposes of the Council.

#### **ARTICLE X – OFFICERS**

The Officers of the Council shall consist of a President, President-Elect, Secretary, Treasurer and such additional Vice Presidents and other assistant officers as deemed necessary by the Board of Directors to accomplish the purposes of the Council. Officers shall be elected by the Board of Directors at the meeting of the Board of Directors immediately following the Annual Meeting of the members. The Board of Directors may elect officers at other times to fill vacancies and to fill newly created offices. All Officers shall serve until the next Annual Meeting of the members and until their successors are elected and qualified. A person may simultaneously serve as both an Officer and a Regular or Special Director. All Officers shall have such authority and duties as are customarily assigned to persons serving in similar positions in like corporations and may, from time to time, be prescribed additional duties by the Board of Directors. All Officers shall serve without compensation.

#### **ARTICLE XI – TRANSACTIONS WITH DIRECTORS AND OFFICERS**

No contract, action, or transaction shall be void or voidable with respect to the Council because it is between or affects the Council and one or more of its Directors, or is between or affects the Council and any other person in which one or more of the Council Directors or Officers are directors, or officers, or have a financial or personal interest, or because one or more interested Directors or Officers participate in or vote at the meeting of the directors or a committee of the Directors that authorizes such contract, action, or transaction, if in any such case any of the following apply:

(i) The material facts as to the relationship or interest of such person or persons as to the contract, action, or transaction are disclosed or are known to the Directors or the committee and the Directors or committee, in good faith reasonably justified by the material facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors constitute less than a quorum of the Directors or the committee; or

(ii) The contract, action, or transaction is fair as to the Council as of the time it is authorized or approved by the Directors or a committee of the Directors.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Directors or of a committee of the Directors, that authorizes the contract, action, or transaction. A Director is not an interested Director solely because the subject of the contract, action, or transaction may involve or effect a change in control of the Council or the continuation of the Director in office as a Director of the Council.

#### **ARTICLE XII – LIMITATION OF LIABILITY**

No person shall be liable to the Council for any loss or damage suffered by it on account of any action taken or omitted to be taken by such person as a Director of the Council if such person performs his or her duties, including such person's duties as a member of any committee of the Board of Director upon which such Director may serve, in good faith and in a manner he or she reasonably believes to be in or not opposed to the best interests of the Council, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing duties as a Director, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, that are prepared or presented by: (1) one or more Directors, Officers, or employees of the Council whom the Director reasonably believes are reliable and competent in the matter prepared or presented; (2) counsel, public accountants, or other persons as to matters that the Director reasonably believes are within the person's professional or expert competence; and (3) a committee of the Board of Directors on which such Director does not serve, duly established in accordance with this Code of Regulations, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

#### **ARTICLE XIII – INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES**

**Section 1. Rights of Indemnification.** (a) The Council shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding, other than an action by or in the right of the Council, by reason of the fact that he or she is or was a Director, Officer, employee, agent or volunteer of the Council, or is or was serving at the request of the Council as a director, officer, manager, employee, agent or volunteer of another domestic or foreign corporation, limited liability company, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suite or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Council, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Council, and , with respect to any criminal action or proceeding, a presumption that the person had no reasonable cause to believe that his or her conduct was unlawful.

(b) The Council shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Council to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee, agent or volunteer of the Council, or is or was serving at the request of the Council as a director, officer, manager, employee, agent or volunteer of another domestic or foreign corporation, limited liability company, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suite, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Council, except that

no indemnification shall be made in respect of (i) any claim, issue or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Council unless, and only to the extent that, the court of common pleas or the court in which the action or suit was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court considers proper or (ii) any action or suit in which liability is asserted against a Director and that liability is asserted only pursuant to Section 1702.55 of the Ohio Revised Code.

**Section 2. Expenses of Defense.** To the extent that a Director, Officer, employee, manager, agent or volunteer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article or in defense of any claim, issue or matter in such an action, suit or proceeding, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

**Section 3. Determination.** Unless ordered by a court and subject to Section 2 of this Article, any indemnification under Section 1 of this Article shall be made by the Council only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 of the Article. Such determination shall be made in any of the following manners; (i) by a majority vote of a quorum consisting of Directors of the Council who were not and are not parties to or threatened with the action, suit or proceeding, (ii) whether or not such a quorum is obtainable and if a majority of a quorum of disinterested Directors so directs, 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 the Council or any person to be indemnified within the past five years, (iii) by the court of common pleas or the court in which action, suit or proceeding was brought. If an action or suite by or in the right of the Council is involved, any determination made by the disinterested Directors or by independent legal counsel as described above shall be communicated promptly to the person who threatened or brought the action or suit, and within 10 days after receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

**Section 4. Advance Payment.** (a) Unless the only liability asserted against a Director in an action, suit or proceeding referred to in Section 1 of this Article is pursuant to Section 1702.55 of the Ohio Revised Code or unless the next following paragraph applies, the expenses, including attorneys' fees, incurred by a Director, Officer, employee, agent or volunteer in defending the action, suit or proceeding referred to in Section 1 of this Article, shall be paid by the Council. Upon the request of the Director, Officer, employee, agent or volunteer and the receipt of an undertaking by or on behalf of the person to be indemnified to repay the amount if it ultimately is determined that he or she is not entitled to indemnification, and as authorized by the Board of Directors in the specific case, those expenses shall be paid as they are incurred in advance of the final disposition of the action, suit or proceeding.

(b) Notwithstanding anything herein to the contrary, the expenses incurred by a Director, Officer, employee, agent or volunteer in defending an action, suit or proceeding referred to in Section 1 of this Article, including attorneys' fees, shall not be paid by the Council upon the final disposition of the action, suit or proceeding, or, if paid in advance of the final disposition of the action, suit or proceeding, shall be repaid to the Council by such person, if it is proved, by clear and convincing evidence, in a court with jurisdiction that the act or omission of the Director, Officer, employee, agent or volunteer was one undertaken with a deliberate intent to cause injury to the Council or was one undertaken with a reckless disregard for the best interests of the Council.

**Section 5. Other rights.** The indemnification authorized by this Article is not exclusive of, and shall be in addition to, any other rights granted to the person seeking indemnification pursuant to the Articles of Incorporation, these Regulations, any agreement, a vote of disinterested Directors or otherwise, both as to actions in their official capacities and as to actions in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a Director, Officer, employee, manager, agent or volunteer and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 6. Insurance.** The Council may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit or self-insurance, for or on behalf of any person who is

or was a Director, Officer, employee, agent or volunteer of the Council or who was serving at the request of the Council as a director, officer, employee, manager, agent or volunteer of another corporation, limited liability company, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Council would have the power to indemnify him or her against that liability under this Article XIII.

#### **ARTICLE XIV – DISSOLUTION**

The Council may be dissolved in the manner provided by Chapter 1702 of the Ohio Revised Code, upon the affirmative vote of at least two-thirds (2/3) of the members of the Council. Upon such dissolution, after paying or making provision for payment of the liabilities of the Council, the Board of Directors shall dispose of its remaining assets in a manner consistent with Chapter 1702 of the Ohio Revised Code and Section 501(c)(3) of the Internal Revenue Code of 1986, or any successor provisions.

#### **ARTICLE XV – AMENDMENTS**

This Code of Regulations may be amended, altered, repealed or superseded, either in whole or in part, by (i) the affirmative action of a majority of the members present at any meeting of the members, or (ii) by the affirmative vote of two-thirds of the Regular Directors then in office present at any meeting of the Directors at which a quorum is present and acting. Notice of the meeting and proposed changes in the Code of Regulations must be distributed at least seven (7) days prior to such meeting where action is to be taken.

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