

BY - LAWS THE MID-OHIO DEVELOPMENT EXCHANGE

Article I CREATION AND PURPOSE

Section 1 - Name

The name of this Corporation shall be The Mid-Ohio Development Exchange, a 501(c) (6) corporation, established in Franklin County, Ohio and incorporated in the State of Ohio.

Section 2 - Purpose

The Mid-Ohio Development Exchange, hereafter the (Corporation), is hereby organized for the purpose of facilitating the economic development process within the communities of the Central Ohio/Columbus Region and to encourage the interaction of member communities and businesses included herein, for the betterment and common good of the region.

Article II MEMBERSHIP

Section 1 - Membership

Membership in the Corporation shall be of two types: Public Sector and Associate Membership. Services provided to each membership type shall be defined in Addendum A which may be updated as determined appropriate by the Board of Directors.

(A) **Public Sector Membership**

Eligibility - Public Sector Membership is open to any individual government, association of governments, public sector organization or non-profit public sector organization engaged in or supporting economic development activities and located within or serving the Central Ohio region.

Public Sector Membership is provided a vote in all matters of the Corporation and may serve as a member of the Board of Directors. Public Sector Membership is provided the widest array of services provided by the Corporation.

(B) **Associate Membership**

Eligibility – Associate Membership is available to any company or organization, public or private sector, engaged in economic development activities, with an interest in the goals of the Corporation. Associate membership is typically extended to entities with a primary interest in economic development within the Central Ohio region.

Associate Membership is provided a vote in all matters of the Corporation and may serve as a member of the Board of Directors. Associate Membership is provided a limited array of services provided by the Corporation as ascribed by the Board of Directors appurtenant to an Associate Membership.

Section 2 - Voting

Each member organization, including ex-officio member organizations, Public Sector or Associate, shall be deemed Voting Members, and shall be entitled to one vote on matters of concern to the Corporation.

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A simple majority of voting members of the Corporation shall constitute a quorum. A quorum is necessary for any meeting requiring action of the Voting Members.

Such matters of concern to which members may vote include: election of Board of Directors and Officers of the Corporation; or other matters as determined by the Board of Directors.

Such matters requiring a vote of the membership shall be presented in writing in their entirety to all members through email notice. Said notice shall be provided no later than three (3) days before a scheduled meeting to vote on the matter to the organization's representative. Members not anticipating attending the meeting may vote via email. The response must be delivered to the Secretary, from the official designee, no later than noon on the business day prior to the scheduled meeting. No tally of the vote shall occur until the meeting is convened.

No later than July 1 of every other year, the ensuing two years' dues structure for the Corporation shall be prepared by the Board of Directors. After preparation, the Board of Directors shall distribute the dues structure to the membership and provide a comment period until September 1st. The Board of Directors shall then adopt the dues structure by the end of September.

Section 3 - Rules of Membership

(A) Acceptance of Membership

Entities desiring to become a member of the Corporation should direct a Membership Commitment Form to the Board of Directors. The Membership Commitment Form shall, at a minimum, contain information noting the name of the entity desiring membership, the name of the primary contact person, his/her contact information, and the level of investment required. Following receipt of said form, the President of the Board of Directors shall review and forward to the Board of Directors for approval of new memberships.

(B) Organizational Representation

Upon membership, an organization shall designate one official representative for the Corporation. The representative shall be considered the voting member for the organization, shall receive all official correspondence of the Corporation and shall be accountable for maintaining the organization in good standing. An organization may elect to extend their membership benefits to any other person employed by or acting on behalf of the member organization. The Secretary shall keep accurate record of all official representatives, including all contact information.

The Board of Directors may elect to request limitations to the extension of membership benefits within an organization to a reasonable number of persons in one organization.

(C) Membership Policies

The Voting Members shall adopt appropriate Membership Policies. All Membership Policies shall be recommended by the Board of Directors and confirmed by a majority vote of the voting members. Membership Policies shall be maintained in writing, and available upon member request. Amendments to Membership Policies shall be upon the approval of a majority of voting members. Members of the Corporation shall make every attempt to adhere to the Membership Policies.

Article III
MEMBERSHIP MEETINGS

Section 1 - Annual Meeting

An Annual Meeting shall be held in the first quarter of each calendar year. This meeting shall include the election of the Board of Directors and the election of the Officers of the Corporation. The slate of proposed board members and officers will be provided to the membership in advance of this meeting. The annual budget and work plan will be provided to the membership at this meeting.

Section 2 - Programs and Events

The Corporation may develop programs and events of interest to the membership. Generally, such programs are anticipated to be held at least every other month as scheduled by a majority vote of the Board of Directors.

Section 3 - Special Meetings

Special meetings may be called by the President of the Board of Directors, by a majority vote of the full Board of Directors, or by two-thirds (2/3) vote of the full membership. At least a 48-hour notice prior to the special meeting shall be given to the membership.

Article IV
BOARD OF DIRECTORS

Section 1 - Board of Directors

(A) Number

The Corporation shall have an elected Board of Directors which shall consist of no more than fifteen (15) voting members elected by the membership.

(B) Regional Composition

The Board of Directors shall strive to be comprised of a balanced representation of member entities, in size, nature and geographic area in the region established by Jobs Ohio and served by Columbus 2020. The Board of Directors shall make every attempt to include representation from jurisdictions or organizations with their primary location outside of Franklin County.

(C) Public Sector and Board Composition

No less than eight (8) Board of Directors positions shall be held at all times by Public Sector Members. No less than three (3) Officer positions shall be held at all times by Public Sector Members. No more than one (1) Board Director shall be of the same organization or entity during any current term. In no year may more than three (3) Associate Members be elected to the Board of Directors.

(D) Meetings

All meetings of the Board of Directors shall be open to the membership. Executive Sessions of the Board may be called by a 2/3 vote of the full Board and is limited to discussions of legal matters and/or personnel issues.

(E) Terms

1. Elected Board of Directors Members - The Board of Directors elected by the membership shall serve a three (3) year term.

Section 2 – Other Board of Directors' Members

The Board of Directors may be served by a representative from each of the following entities:

- City of Columbus
- Columbus 2020 (or the regional economic development organization)
- Franklin County
- Regional Economic Development Representative of the Corporation
- Another entity as determined appropriate by the Board of Directors by a majority vote.

Section 3 - Regional Economic Development Representative

The Corporation's representative to Columbus 2020 Board (or the regional economic development organization), hereinafter called the Regional Economic Development Representative, shall be appointed by the Board of Directors to serve a three (3) year term and shall represent the Corporation with Columbus 2020 and any other regional duties as determined by the Board of Directors. The Regional Economic Development Representative shall be a member of the Corporation and may be a member of the Board of Directors. The Regional Economic Development Representative shall attend all meetings with the regional economic development organization and/or any other regional entities, meetings of the Board of Directors, and shall provide reports to the Board of Directors on the regional economic development effort.

Section 4 - Removal of Board of Directors' Members

Any elected member of the Board of Directors may be removed from his/her position by a 2/3 vote of the remaining members of the Board. Said removal shall be limited to the following conditions: three (3) consecutive absences from regularly scheduled business meetings, four (4) total absences in a calendar year, termination of employment from a Voting Member organization, malfeasance, misconduct, and dereliction of duty or other behavior that is unbecoming of a Director of the Corporation.

Section 5 - Vacancies

In the event that a vacancy shall exist on the Board of Directors due to the resignation or removal under Section 4 of Article IV, the Board of Directors shall appoint and approve, by a majority of vote, such replacement. The individual selected shall serve for the remaining term of the position to which he/she has been appointed.

Section 6 - Administration

The Board of Directors shall have the authority to hire or contract for any form of administrative assistance for the operations of the Corporation as deemed necessary by a majority vote of the Board of Directors. The Board of Directors has discretion to create this capacity through volunteer, consultant or direct employee services. Said administrative assistance shall report to the President and work closely with the Administrative Committee to execute the goals and objectives of the Corporation. Said administrative assistance is an at-will position if established as an employee. Termination in the position may be executed at any time by a majority vote of the Board of Directors and per the contractual agreements executed between the Board of Directors and the employee(s) or contractor(s).

Article V
OFFICERS

Section 1 - Officers

The Corporation shall have as its Officers, a President, a Vice-President, a Secretary, a Treasurer and the Immediate Past President.

Section 2 - President

The President shall be the Chief Elected Officer of the Corporation and shall serve a term of one (1) year, with a possible maximum renewal of one (1) year (total term not to exceed two (2) concurrent years). The President shall preside at all meetings of the membership, appoint committees, assign board member responsibilities and perform all duties incidental to the office within the framework of these by-laws. The President or designee shall serve on the Executive Committee and the Nominating Committee. The President shall sign all agreements and contracts concerning the Corporation subject to approval and at the direction of the Board of Directors following review of same. The President shall have served on the Board of Directors at least one (1) year prior to taking this office.

Section 3 - Vice-President

The Vice-President shall be elected bi-annually to serve a term of one (1) year, with a possible maximum renewal of one (1) year (total term not to exceed two (2) concurrent years). The Vice-President is expected to assume the office of President upon completion of the term of Vice-President. The Vice-President shall act in the absence of the President and will succeed to the office of the President in the event of the president's resignation, death, disability or removal from office. The Vice-President shall advise and assist the President in regard to the Corporation's promotional and administrative activities. The Vice President shall chair the Executive Committee and oversee any employees or contractors working for the Corporation.

Section 4 - Secretary

The Secretary shall be a non-voting position managed by Columbus 2020 (or the Regional Economic Development Organization). The Secretary shall ensure transmission of all correspondence including distribution of annual dues statements and collection of said dues, serve as parliamentarian in accordance to Robert's Rules of Order and keep the minutes of all meetings, maintaining an accurate record of the proceedings and activities of the Corporation.

Section 5 - Treasurer

The Treasurer shall have the custody of and be responsible for all funds of the Corporation. Columbus 2020 (or the Regional Economic Development Organization) shall keep accurate books of account, shall give and receive written receipts for monies collected and paid by the Corporation including, but not limited to credit cards, education, travel and other partner expenses. The treasurer shall be responsible for the execution of all checks. Any payments or expenditures in excess of \$5,000 will be approved in advance by the Board of Directors. The Treasurer shall upon request, at any reasonable time, exhibit the books and other records of the Corporation to the membership. The Treasurer shall serve on the Executive Committee. At the expiration of his/her term, the Treasurer shall deliver all books, papers, money, securities, and other valuable effects belonging to the Corporation, taking a receipt therefore from the successor.

Section 6 - Immediate Past President

The most recent President shall become the Immediate Past President for a term of (1) year, with a possible maximum renewal of one (1) year (total term not to exceed two (2) concurrent years) and will remain a full voting member of the Board of Directors until such time that the sitting President completes his/her term and a successor is elected or appointed in accordance to these By-laws. The Immediate Past President shall assist the officers of the Board and the new President in the continued operation and direction of the Corporation. The Immediate Past President shall chair the Nominating Committee.

Section 7 - Vacancy

In the event of a vacancy for the positions of Vice-President or Treasurer on the Board of Directors, the remaining members of the Board of Directors shall have the power to appoint a member to fill the unexpired term of office. In case of inability or neglect in performance of duty by any Officer of the Corporation as

determined by the Board of Directors, the Board of Directors shall have the power by a two-thirds vote of its members to declare the office vacant and shall fill the vacancy in accordance with this Article V.

Article VI STANDING COMMITTEES

The Board of Directors shall establish standing committees to facilitate the administration of the Corporation. The chair of each Committee shall be appointed annually by the President. Additional committee members are recommended and may be appointed at the discretion of the committee chair. Board of Directors members not serving as an officer are required to chair or be a member of the standing committees. These committees are as follows:

Section 1 - Executive Committee

The Executive Committee is charged with review of the daily operations of the Corporation and the review of staff and contractors engaged in maintaining daily operations. The Executive Committee is tasked with making certain the Corporation is in full compliance with all local, state and federal regulations. The Committee shall have oversight of all services that the Corporation provides to members that impact the implementation of economic development services within the Columbus Region. The Vice President shall chair this committee and the President or designee and Treasurer shall serve on the committee.

Section 2 - Nominating Committee

The Nominating Committee is charged with the review of candidates for Board of Director positions and for proposing a slate of officers for the Corporation. The Immediate Past President shall chair this committee and the Immediate Past President shall serve on this committee along with two other Public Sector or Associate members. The nominating committee should meet in the Third Quarter (3Q) to be able to take the slate to the board prior to the Annual Meeting.

Section 3 - Programming Committee

The Programming Committee is charged with creating events and programs that provide education and/or networking opportunities to members, potential members and those interested in economic development within the Columbus Region.

Section 4- Audit Committee

Annually the President shall appoint an Audit Committee consisting of at least three members of the Corporation who shall examine the financial records of the Corporation and report its findings to the Board of Directors by the end of the first quarter. The Treasurer shall not be a member of the Audit Committee but shall cooperate fully with the Audit Committee. The duty of the Audit committee shall be to examine the financial records of the Corporation, including, but not limited to the following: examination of cancelled checks, accounting for numerical sequencing, examining endorsements, reviewing bank statements, and the reconciliation of documents supporting disbursements.

Section 5 – Education and Travel Committee

The Education and Travel Committee shall meet at least annually to compile educational opportunities relevant to the economic development field and share it with the membership. The Education and Travel Chair is responsible for the review and approval of all educational requests including requests for reimbursement of expenses from members.

Section 6 - Ad-Hoc Committees

The President, subject to a majority vote of the Board of Directors, shall have the right to establish ad-hoc committees as deemed necessary to conduct the affairs of the Corporation.

Section 7 - Committee Reporting

Each Committee shall report to the Board of Directors its activities at least once a quarter or more frequently if directed by the President or the Board of Directors.

Article VII
ELECTION OF OFFICERS

The Immediate Past President shall, by third quarter of each year, convene the Nominating Committee to do the following:

- Propose a slate of candidates to fill the elected Board of Director positions for the ensuing year to be approved by the Membership at the Organizational meeting.
- Propose a slate of candidates to fill the officer positions of the Corporation for the ensuing year to be approved by the Membership at the Annual Meeting.
- Propose a slate of candidates to fill the two Board of Director positions to be appointed by the Board for the ensuing year. These appointments by the Board of Directors shall occur prior to the Annual Meeting; and

The Nominating Committee shall present its recommendation to the Board of Directors, who shall review and recommend by majority vote and final proposal to be ratified by the Voting Members at the Annual Meeting.

Article VIII
BOARD OF DIRECTORS PROCEDURES

Section 1 - Meetings

(A) Regular Business Meetings

The Board of Directors shall hold a regular business meeting at least every other month unless deemed unnecessary by the President and Vice President. This meeting shall usually be held at a time and place as designated by a majority vote of the Board of Directors. Notice of the meeting shall be provided on the MODE website by Columbus 2020 staff, and through an email notification.

(B) Special Business Meetings

Special business meetings may be called by the President of the Board of Directors or by a majority of the entire Board of Directors. At least a 48-hour notice prior to the special meeting shall be given to the Board of Directors.

(C) Teleconference Meetings

In order to conduct business which is necessary prior to the next business meeting or to secure a quorum for a business meeting, a teleconference meeting may be called as determined appropriate by the President. The teleconference meeting shall follow normal business meeting practices.

(D) Email Meeting and Actions of the Board of Directors

In order to conduct business which is necessary prior the next business meeting or in extreme circumstances requiring timely action, the Board may entertain email votes which shall require the majority of the entire Board. Email voting shall follow a standardized protocol and motion to vote shall be proposed by the President. Email votes shall have a quorum when a majority of the Board of Directors has responded within 72 hours of the delivery of the proposed action. If at any time within the 72 hours, a Board member expresses concern or requires discussion on the issue, that Board member may request the motion be tabled until the next business Meeting. Tabling an

Adopted By-law amendment January 9, 2019

email motion requires only one Board member to request such action. All email votes shall be recorded into the minutes of the next scheduled Board meeting.

Section 2 - Quorum

A simple majority of the Members of the Board of Directors shall constitute a quorum for a business meeting. In extreme circumstances where a Director cannot physically attend a business meeting, said Director may teleconference into the meeting and shall be considered in attendance for the purposes of a quorum.

Section 3 – Actions of the Board of Directors

Board actions may be voted upon and approved by a simple majority of the Board in attendance for a business meeting.

Article IX
INDEMNIFICATION OF OFFICERS

Section 1 – Indemnification

Each Officer of the Corporation (and his heirs, executors and administrators) who is made a party to any litigation, action, suit or proceeding (whether civil, criminal, or administrative, by reason of his/her being or having been an Officer of the Corporation) shall be entitled to be indemnified by the Corporation against the reasonable expenses actually incurred by him/her in connection with the defense of such litigation, except in relation to the following matters:

- (A) Those as to which he/she shall finally be adjudicated in such litigation to be liable because of dereliction in the performance of his/her duties as an Officer, or
- (B) Those which have resulted in a judgment in favor of the Corporation and against him/her or which are settled by any payment by him/her to the Corporation.

Except in cases where above clause (A) or clause (B) applies, "expenses" shall be deemed to include fines and penalties imposed on such person, and amounts paid upon a plea of nolo contendere or similar plea or in compromise or settlement of the litigation or in satisfaction of judgments, if and only if, such indemnification, and the amounts to be indemnified against, are approved as being reasonable in the circumstances by (1) the vote of a majority of the Board of Directors of the Corporation in office if such majority are not involved in any such litigation, or (2) the vote of a majority of the members of the Corporation excluding for the purposes hereof the members involved in such litigation or (3) a court of competent jurisdiction. The foregoing right of indemnification shall not be exclusive of other rights to which such person, his/her heirs, executors or administrators, may be entitled.

Article X
EFFECTIVE DATE OF BY-LAWS

Section 1 - Effective Date

These by-laws shall be effective immediately following their adoption by a 2/3 majority vote of the Voting members.

Article XI
AMENDMENT OF BY-LAWS

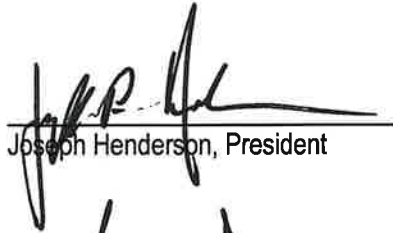
Section 1 - Amendment

These by-laws may be amended by a 2/3 supportive majority vote of Voting members of the Corporation.

Adopted By-law amendment January 9, 2019

Article XII
APPROVAL OF BY-LAWS

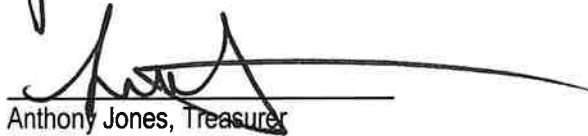
The Mid-Ohio Development Exchange By-Laws are hereby approved by the membership on January 9, 2019. Attesting to their approval and accuracy:



Joseph Henderson, President



David Kell, Vice President



Anthony Jones, Treasurer

Original Document Approved by MODE Membership on March 19, 2009.

Revision of Original Document Approved by MODE Membership on November 18, 2010.

2nd Revision Document Approved by MODE Membership on January 26, 2017.

3rd Revision Document Approved by MODE Membership on January 9, 2019.

**ADDENDUM A
SERVICES PROVIDED TO MODE MEMBERSHIP**

Public Sector Members shall receive the following services:

- Attend MODE Membership Meetings (up to four attendees)
- MODE programming events and activities
- Economic development training programs
- Reimbursement for travel and education upon approval of an application by an appointed board member prior to travel and/or education. For additional education, see MODE Travel and Education Reimbursement Program guidelines (<http://columbusregion.com/columbus-2020/state-local-partners/mode/>).
- Columbus 2020 regional development activities
- Access, use, and training of a regional Business Retention and Expansion software program
- Access, use and training of a regional lead and prospect management software program

Associate Members shall receive the following services:

- Attend MODE Membership Meetings (up to two attendees)
- MODE programming events and activities
- Economic development training programs