

CODE OF REGULATIONS
OF THE
CENTRAL OHIO PLANNED GIVING COUNCIL

ARTICLE I THE CORPORATION

Section 1. Name. The Central Ohio Planned Giving Council, located in Columbus, Franklin County, Ohio, is a corporation organized and existing under the laws of the State of Ohio as a corporation not for profit.

Section 2. Fiscal Year. The Corporation shall operate on a calendar fiscal year.

ARTICLE II MEMBERS

Section 1. Eligibility. Membership of this corporation shall be open to any individual:

- (A) Who is interested in planned giving as a method of charitable contributions either professionally or as a volunteer; and,
- (B) Who demonstrates that their membership is likely to contribute to the purposes of the Corporation.

Section 2. Application for Membership. Applications for membership shall be submitted to the Membership Committee of the Corporation, and shall include such information as may be requested. Upon verifying the membership qualifications of the applicant the Committee chair shall:

- (A) Notify the applicant of acceptance to membership; or,
- (B) Notify the applicant of denial of membership. In the event the Committee denies an applicant membership, the applicant shall be advised in writing of the right to appeal to the Board of Trustees of the Corporation. Upon such appeal, the Board of Trustees shall approve membership for the applicant or shall provide a written statement of the reasons for denial of membership.

Section 3. Loss of Membership. If a member shall cease to meet the criteria for membership, the member may lose membership by majority vote of the Board of Trustees. Prior to such vote, the member shall be given written notice of the grounds for loss of membership and an opportunity to explain the member's position and retain membership.

Section 4. Powers of the Membership. Each member of the Corporation shall be qualified to originate and take part in the discussion of any subject that may properly come

before any meeting of the Corporation, and to vote on all items submitted at the meeting, including the election of the Board of Trustees, and to hold any office in the Corporation to which such member may be elected or appointed.

Section 5. Annual Meeting of the Membership. Annual meetings of the Corporation shall be held each year at a time and place as shall be designated by the Board of Trustees. The annual meeting shall be for the purpose of conducting the election of trustees, receiving reports of officers and committees, and for any other business that may arise. Notice of such a meeting shall be given to each member at least ten (10) days prior to the date specified for the meeting.

Section 6. Special Meetings of the Membership. Special meetings of the Corporation may be called at any time by giving notice as specified in the preceding section, said notice to be given by the Secretary on the order of the President, or upon a written request of a majority of the Trustees.

Section 7. Quorum of the Membership. A quorum at any regular or specially called meeting shall consist of those members present and voting.

ARTICLE III BOARD OF TRUSTEES

Section 1. Composition and Terms. The Board of Trustees shall consist of no fewer than five (5) and no more than thirteen (13) persons. Trustees shall be members of the Corporation and shall hold office for a term of three years. A trustee may serve a maximum of two consecutive three-year terms, except the president-elect who may continue as a trustee for one additional year as president.

Section 2. Ex Officio Trustees. The immediate past president shall serve as an ex officio trustee for one year following his/her presidency. In addition, any member of the Central Ohio Planned Giving Council will be an ex officio COPGC trustee during service on the National Committee for Planned Giving's Board of Trustees.

Section 3. Powers of the Board of Trustees. The administrative powers of the Corporation shall be vested in the Board of Trustees, who shall have charge, control and management of the property, affairs and funds of the Corporation and who shall have the power and authority to do and perform all acts and functions not inconsistent with these regulations or with any action taken by the Corporation.

Section 4. Vacancies on the Board of Trustees. The Trustees shall have power to fill any vacancy occurring in the Board between meetings of the Corporation.

Section 5. Quorum of the Board of Trustees. A quorum shall consist of no less than 50% of the Trustees.

Section 6. Meetings of the Board of Trustees. Regular meetings of the Board of Trustees may be held at such time and place as the Board shall designate, and may be held by

teleconference. Special meetings may be held at any time and place and shall be called by the Secretary on the request of the President or any two Trustees.

Section 7. Notice of Meetings. All notices of meetings of the Board of Trustees shall state the time and place of the meeting, and notices of special meetings shall state the business to be brought before the meeting. Meetings may be held within or without the State of Ohio. Notices of any meeting may be waived by any Trustee.

Section 8. Action by the Trustees without a Meeting. Any action which may be authorized or taken at a meeting of the Board of Trustees may be authorized or taken by the affirmative vote and written approval of a majority of the Trustees who would be entitled to notice of a meeting for such purpose. Such written approval will be entered upon the corporate records.

Section 9. Absences. Each Trustee shall be expected to attend at least 50% of the Board of Trustees meetings or have received an excused absence from the President. Notable violations will be reviewed by the President and the Board of Trustees for appropriate action.

Section 10. Authority of Board of Trustees. The Board of Trustees shall exercise all authority, rights and privileges that the Corporation has as a member of a non-profit corporation or as a shareholder of a for-profit corporation.

ARTICLE IV OFFICERS OF THE CORPORATION

Section 1. Officers. The Board of Trustees shall elect a President, Vice President/President-elect, Secretary and Treasurer and such other officers as may be required, each of whom shall be a Trustee.

Section 2. Duties of the Officers. The duties of the officers functioning both for the Corporation and the Board of Trustees shall be such as usually pertain to their respective offices and such other duties as the Board of Trustees may prescribe. The Vice President/President-elect is the preferred delegate to the annual NCPG Council of Delegates meeting

ARTICLE V COMMITTEES OF THE BOARD OF TRUSTEES

Section 1. Committees of the Board of Trustees. Committees of the Board of Trustees shall be standing or special, and shall be appointed annually by the President, including designation of Committee Chair, subject to the approval of the Board. Standing committee shall include:

- (A) A Nominating Committee;
- (B) An Education Committee;
- (C) A Membership committee; and

(D) A Finance Committee.

Section 2. Executive Committee. The Board of Trustees may also create a standing Executive Committee, consisting of the Officers of the Corporation and such other individuals as may be appointed by the President.

ARTICLE VI INDEMNIFICATION

Section 1. General Indemnification. The Corporation: (a) 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, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Trustee or volunteer of the Corporation, or while a Trustee or volunteer of the Corporation is or was serving at the request of the Corporation as a director, trustee, fiduciary, officer, employee, partner, joint venturer, agent or volunteer of any other corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan or other enterprise; and, (b) may indemnify or agree to indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reasons of the fact that he or she is or was an officer, employee, or agent of the Corporation, or while an officer, employee, or agent of the Corporation is or was serving at the request of the Corporation as a director, trustee, fiduciary, officer, employee, partner, joint venturer, agent or volunteer of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit 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 Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, of upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, the person had reasonable cause to believe that the conduct was unlawful.

Section 2. Suits By The Corporation. The Corporation may indemnify or agree to 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 Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Trustee, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, fiduciary, officer, employee, partner, joint venturer, agent or volunteer of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if he 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 Corporation.

No such indemnification shall be made in respect of: (a) any claim, issue or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court of common pleas, or the court in which such action or suit was brought, determined 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 shall deem proper; or (b) any action or suit in which the only liability asserted against a Trustee is pursuant to Section 1702.55 of the Ohio Revised Code.

Section 3. Indemnification for Expenses. To the extent that a Trustee, officer, employee, agent or volunteer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, including any action or suit brought against a Trustee pursuant to Section 1702.55 of the Ohio Revised Code, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by the individual in connection with the action, suit or proceeding.

Section 4. Determination Required. Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of the Trustee, officer, employee, agent or volunteer is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made: (a) by the Board of Trustees by a majority vote of a quorum consisting of Trustees, who were not and are not parties to, or threatened with, such action, suit or proceeding; (b) if such a quorum is not obtainable or if a majority of a quorum of disinterested Trustees 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 Corporation or any person to be indemnified within the past five years; (c) by the Members; (d) by the court of common pleas or the court in which the action, suit or proceeding was brought. If any action by or in the right of the Corporation is involved, any determination made by the disinterested Trustees or by the independent legal counsel under this Section 4 shall be communicated promptly to the person who threatened or brought the action or suit by or in the right of the Corporation under Section 2, and such person shall have the right, within ten days after receipt of such notification, to petition the court of common pleas or the court in which action or suit was brought to review the reasonableness of such determination.

Section 5. Advances for Expenses.

(a) Expenses (including attorney's fees) incurred by a Trustee or a volunteer in defending any civil or criminal action, suit or proceeding referred to in Sections 1 and 2 of this Article VI, except where the only liability asserted against a Trustee is pursuant to Section 1702.55 of the Ohio Revised Code, shall be paid by the Corporation as they are incurred, in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Trustee or volunteer in which he agrees to: (i) repay such amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or

failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation; and (ii) reasonably cooperate with the Corporation concerning the action, suit, or proceeding.

(b) Expenses (including attorney's fees) incurred by a Trustee, officer, employee, agent or volunteer in defending any action, suit, or proceeding referred to in Sections 1 and 2 of this Article VI, including any action or suit brought against a Trustee pursuant to Section 1702.55 of the Ohio Revised Code, may be paid by the Corporation as they are incurred in advance of the final disposition of the action, suit or proceeding as authorized by the Trustees in the specific case upon receipt of an undertaking by or on behalf of the Trustee, officer, employee, agent or volunteer to repay such amount, if it is ultimately determined that he is not entitled to be indemnified by the Corporation.

Section 6. Article VI Not Exclusive. The indemnification authorized by this Article VI shall not be deemed exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification under the Articles, common law, the Nonprofit Corporation Law of the State of Ohio, this Code of Regulations or any agreement, vote of Members or disinterested Trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, officer, employee, agent or volunteer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit or self-insurance, on behalf of or for any person who is or was a Trustee, officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, fiduciary, officer, employee, partner, joint venturer, agent or volunteer of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article VI. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

Section 8. Sections 1 and 2.

The authority of the Corporation to indemnify persons pursuant to Sections 1 and 2 of this Article VI does not limit the payment of expenses as they are incurred, indemnification, insurance or other protection that may be provided pursuant to any other Sections of this Article VI. Sections 1 and 2 of this Article VI do not create any obligation to repay or return payments made by the Corporation under any other Section of this Article VI.

Section 9. Definition of "the Corporation" and "Volunteer". As used in this Article VI, references to "the Corporation" include all constituent corporations in a consolidation or merger, and the new or surviving corporation, so that any person who is or was a trustee, director, officer, employee, agent or volunteer of such a constituent corporation, or is or was serving at the request of such constituent corporation as a director, trustee, fiduciary, officer,

employee, partner, joint venturer, agent or volunteer of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, employee benefit plan or other enterprise, shall stand in the same position under the provisions of this Article VI with respect to the new or surviving corporation as he would if he had served the new or surviving corporation in the same capacity. As used in this Article VI, references to a "volunteer" include any person defined as a "volunteer" with respect to the Corporation under Section 1702.01 of the Ohio Revised Code.

ARTICLE VII AMENDMENTS

Section 1. Manner of Amendment. This Code of Regulations of the Corporation may be amended by affirmative vote of a quorum of the members present or represented by proxy at the annual meeting or any special meeting of the Corporation, providing a full presentation of such proposed amendments shall have been published in the notice calling the meeting.