

CODE OF REGULATIONS

CCAO

RESEARCH AND EDUCATIONAL FOUNDATION, INC.

ARTICLE I MEMBERS

Section 1. Members. The members of the Corporation shall be the active members of the County Commissioners' Association of Ohio.

ARTICLE II Trustees

Section 1. Trustees; Terms of Office. The trustees shall be the same persons as those who are members of the board of trustees of the County Commissioners' Association of Ohio (the "CCAO Board"), except that the number of trustees may be increased by vote of the Board of Trustees from time to time to add one person who is not a member of the CCAO Board and who may be a voting or non-voting advisory trustee, as determined by the Board of Trustees. Each trustee shall hold office so long as he or she is a member of the CCAO Board and until his or her successor shall have been elected and qualified, subject only to his or her continued membership as a member of the CCAO Board (except that one trustee, if any, elected pursuant to the preceding sentence, need not be a member of the CCAO Board).

Section 2. Removal. In addition to removal of a trustee by reason of his or her cessation of membership on the CCAO Board any trustee may be removed, at a meeting expressly called for that purpose, with or without cause, at any time, by a vote of two-thirds of the members.

Section 3. Vacancies. Any vacancy on the Board of Trustees, however caused, may be filled by the Board of Trustees by electing the person who has been elected to fill the vacant position as a member of the CCAO Board; such person shall hold office pursuant to this Code of Regulations.

Section 4. Powers. The business of the corporation shall be managed by its Board of Trustees, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Regulations directed or required to be exercised or done by the members.

Section 5. Committees. There shall be an Executive Committee, composed as provided in this Code of Regulations. In addition, the Board may appoint such other committees as it deems necessary to conduct the affairs of the Corporation.

Section 6. Executive Committee. The Executive Committee shall be composed of the same persons as those who are members of the Executive Committee of the board of trustees of the County Commissioners' Association of Ohio. At all meetings of the Executive Committee, a majority of the members shall constitute a quorum. Between meetings of the Board of Trustees, the Executive Committee shall have and may exercise the powers of the Board of Trustees in the management of the business and affairs of the Corporation, except that the Executive Committee may not approve (i) an amendment of the articles of incorporation, (ii) the sale, lease or exchange, or the mortgage or pledge for a consideration other than money, of all, or substantially all, the property and assets of the corporation otherwise than in the usual and regular course of its business, (iii) the voluntary dissolution of the corporation, or (iv) the revocation of voluntary dissolution proceedings.

ARTICLE III MEETINGS OF MEMBERS AND TRUSTEES

Section 1. Regular Annual Meeting of Members. The Annual Meeting of the Members shall be held on the same date as the annual meeting of the County Commissioners' Association of Ohio, at such place as shall be designated in the notice of the meeting, or if no designation is made, at the principal office of the Corporation, for the purpose of electing Trustees, passing upon reports of the previous fiscal year and transacting such other business as may come before the meeting. If the day fixed for the annual meeting shall fall on a legal holiday, such meeting shall be held on the next succeeding business day. Failure to hold the annual meeting at the time designated shall not work a forfeiture or dissolution of the Corporation and in the event of such failure, the annual meeting shall be held within a reasonable time thereafter.

Section 2. Trustees Meetings. Regular meetings of the Board of Trustees may be held at such time and at such place as shall from time to time be determined by the Board, for the purpose of conducting the regular business of the Corporation. In addition, special meetings of the Board may be called by the President or by any three Trustees. It shall be the duty of the Secretary to cause notice of such meetings to be given as hereinafter provided. The President or the Trustees calling the meeting shall fix the time and place for the holding of the meeting.

Section 3. Notice of Trustees' Meeting. Unless a regular meeting date has been established and for any special meeting, notice of the time, place and purpose of any meeting of the Board shall be delivered to each Trustee not less than five days prior thereto either personally or by mail, by or at the direction of the Secretary, the President or the Trustees calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Trustee at his address as it appears on the records of the Corporation with postage thereon prepaid.

Section 4. Quorum. A majority of the whole Board shall constitute a quorum except when a vacancy or vacancies prevents such majority, whereupon a majority of the trustees in office shall constitute a quorum; provided that if less than such quorum of the Trustees is present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time; and provided further that the Secretary shall notify any absent Trustees of the time and place of such adjourned meeting. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE IV OFFICERS AND EMPLOYEES

Section 1. Number. The officers of the Corporation shall be the same persons as those who are officers of the County Commissioners' Association of Ohio and shall be a president, a first vice president, a second vice president, a secretary and a treasurer. The Board of Trustees may also choose an executive director and one or more assistant executive directors. No two offices may be held by the same person.

Section 2. Other Officers and Agents. The Board of Trustees may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 3. Compensation. The salaries of all officers and agents of the Corporation shall be fixed by the Board of Trustees; provided that the president, first vice president, second vice president, secretary and treasurer shall serve without compensation but may be reimbursed for their actual and necessary expenses incurred in the performance of their duties.

Section 4. Term of Office; Removal. The president, first vice president, second vice president, secretary and treasurer of the Corporation shall serve so long as they are officers of the County Commissioners' Association of Ohio and until their successors are appointed or elected and shall qualify. Notwithstanding the foregoing, any officer or agent elected or appointed by the Board of Trustees may be removed with or without cause at any time by the affirmative vote of a majority of the Board of Trustees whenever the Board in its absolute discretion shall consider that the best interests of the Corporation would be served thereby. Any vacancy occurring in any office of the corporation shall be filled by the Board of Trustees.

Section 5. President.

The president shall be the chief executive officer of the Corporation. He shall possess power to sign all contracts and other instruments of the Corporation, except as such power may be limited pursuant to Article VI, Section 3 hereof. He shall

preside at all meetings of the members and of the Board of Trustees and shall be the chair of the Executive Committee..

Section 6. Vice-Presidents.

In the absence of the president or in the event of his inability or refusal to act, the first vice president and the second vice president, in that order, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to, all the restrictions upon the president. The vice presidents shall perform such other duties and have other powers as the Board of Trustees may from time to time prescribe.

Section 7. Secretary.

The secretary shall keep, or cause to be kept, minutes of all the proceedings of the Trustees of the Corporation and make, or cause to be made, a proper record of the same, which shall be attested by the Secretary, and generally shall perform such duties as may be required of him by the Trustees.

Section 8. Treasurer.

The treasurer shall receive, or cause to be received, and have charge of all money and property belonging to the Corporation, and shall disburse, or cause to be disbursed, or otherwise deal with, the same as shall be directed by the Trustees. He shall keep, or cause to be kept, an accurate account of all money or property received or disbursed by him, and shall perform such duties as may be required of him by the Trustees, all money or property of the Corporation held by him.

ARTICLE V NON-PROFIT OPERATION

The Corporation shall at all times be operated on a non-profit basis, and no interest or dividends shall be paid or payable by the Corporation to any Trustee as such, and shall be operated for the educational and charitable purposes for which the Corporation was created.

ARTICLE VI FINANCIAL TRANSACTIONS

Section 1. Authority to Receive. The Corporation may receive gifts, bequests, devises, legacies and donations, whether restricted or unrestricted, and for such purposes as are within the general scope of its corporate purposes and objectives, and upon such acceptance, shall expend and administer such contributions in accordance with the terms and conditions of such gift, bequest, devise, legacy and donation.

Section 2. Execution of Corporate Documents. All checks, debt instruments, and contracts shall be executed on behalf of the Corporation by (1) either the President or any Vice President and attested by the Secretary or Treasurer, or (2) as otherwise prescribed by the Board.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank or banks, trust companies or other depositories as the Board may select.

Section 4. Fiscal Year. The fiscal year of the Corporation shall mean a twelve month period commencing January 1 of each and every year and shall end on the following December 31st.

ARTICLE VII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the Trustees and the Members.

ARTICLE VIII MISCELLANEOUS

Section 1. Waiver of Notice. Any Member or Trustee may waive in writing any notice of a meeting required to be given by this Code of Regulations. The attendance of a Member or Trustee at any meeting shall constitute a waiver of notice of such meeting by such Member or Trustee, except in case a Member or Trustee shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

Section 2. Rules and Regulations. The Board shall have power to make and adopt such rules and regulations not inconsistent with law, the Articles of Incorporation, or this Code of Regulations, as it may deem advisable for the management of the business and affairs of the Corporation.

ARTICLE IX WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the laws of the State relating to non-profit corporations or under the provisions of the Articles of Incorporation or the Code of Regulations of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X
AMENDMENTS TO CODE OF REGULATIONS

This Code of Regulations may be altered, amended or repealed and a new Code of Regulations may be adopted by the affirmative vote of two-thirds of all the Trustees at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal, or such requirement shall have been duly waived by all Trustees.

ARTICLE XI
GOVERNING LAW

Except as set forth in the Articles of Incorporation and in the Code of Regulations, in all other respects the Statutes of the State of Ohio as in effect at any given time shall govern the conduct of the affairs of this Corporation, the Members and the Trustees.

Adopted: _____

Secretary