

ANTIOCH COLLEGE CORPORATION
AMENDED AND RESTATED CODE OF REGULATIONS

(Adopted Effective October 24, 2019)

ARTICLE I

Members

Section 1.1 Members. Antioch College Corporation (the “Corporation”) shall have no members. The trustees of the Corporation shall, for the purposes of any statute or rule of law relating to corporations, be taken to be the members of the Corporation, and have all the rights and privileges of members as provided in Section 1702.14 of the Ohio Revised Code.

ARTICLE II

Board of Trustees

Section 2.1 Powers; Voting. Except where the law, the Articles of Incorporation of the Corporation, or these Regulations require that action be otherwise authorized or taken, all the authority of the Corporation shall be exercised by or under the direction of the Board of Trustees. All trustees shall be voting trustees.

Section 2.2 Certain Definitions. For purposes of these Regulations:

(a) The term “Ex-Officio Trustee” means each of the following individuals: the individual then serving as the President of the Corporation and the individual then serving as the President of the Antioch College Alumni Association.

(b) The term “Faculty Recommended Trustee” means any trustee then in office who is a current member of the Antioch College faculty and who was elected upon the recommendation of the Antioch College faculty.

(c) The term “Student Recommended Trustee” means any trustee then in office who is a current enrolled student at Antioch College and who was elected upon the recommendation of the Antioch College student body.

(d) The term “Staff” means an employee of Antioch College who is not also a member of the Antioch College faculty, and the term “Staff Recommended Trustee” means any trustee then in office who is a current fulltime member of the Staff and who was elected upon the recommendation of the Staff.

(e) The term “Regular Trustee” means all trustees other than Ex-Officio Trustees, Faculty Recommended Trustees, Student Recommended Trustees, and Staff Recommended Trustees.

(f) The term “trustee” means any trustee of the Corporation, however designated, and the term “Board of Trustees” means all trustees of the Corporation.

Section 2.3 Number of Trustees. At the time of the adoption of these Regulations, the Board of Trustees consisted of sixteen trustees. Immediately following the adoption of these Regulations, the then current trustees of the Corporation shall (a) elect a new Board of Trustees which shall consist of eighteen trustees and (b) designate which among the trustees so elected shall be considered to be a Faculty Recommended Trustee, a Student Recommended Trustee, or a Staff Recommended Trustee. Thereafter, the Board of Trustees of the Corporation shall consist of not less than ten trustees, nor more than twenty-five trustees, as from time to time determined by the Board of Trustees; provided, however, that no reduction in the authorized number of trustees shall of itself have the effect of shortening the term of any incumbent trustee.

Section 2.4 Election and Term of Office. (a) Regular Trustees of the Corporation shall be elected by the trustees of the Corporation then in office. At the first election of trustees following the adoption of these Regulations, Regular Trustees shall be elected to serve in one of the following classes: the Class of 2020, the Class of 2021, and the Class of 2022. Such trustees shall hold office as a trustee until the annual meeting of trustees to be held in the year of their Class designation. Beginning with the election of trustees at the annual meeting of trustees to be held in 2020, a new Class of Regular Trustees shall be elected at each annual meeting to serve for a three year term expiring at the annual meeting of trustees to be held in three years. Each Class of Regular Trustees shall be as equal in number as possible to the number of trustees in each other Class of Regular Trustees.

(b) Ex-Officio Trustees shall serve as trustees by virtue of the respective office each holds, shall automatically become trustees on the date they are elected to serve as President of the Corporation or as President of the Antioch College Alumni Association, as the case may be, and need not be separately elected by vote of the Board of Trustees. Ex-Officio Trustees shall hold office for as long as they serve as, and shall cease to be a trustee of the College automatically on the date they cease to serve as, President of the Corporation or President of the Antioch College Alumni Association, as the case may be.

(c) Faculty Recommended Trustees, Student Recommended Trustees, and Staff Recommended Trustees shall be elected by the trustees then in office for a term expiring at the next annual meeting of trustees; provided, however, that if an individual ceases to be a member of the Antioch College faculty, an enrolled student at Antioch College, or a fulltime member of the Staff, that individual shall automatically cease to be a trustee of the Corporation on the date the individual ceases to be a member of the Antioch College faculty, an enrolled student, or a fulltime member of the Staff, as the case may be.

(d) Each trustee of the Corporation shall hold office as provided above or until his or her earlier resignation, removal from office, retirement, or death.

Section 2.5 Recommended Trustees. The Board of Trustees shall use reasonable efforts to constitute the Board in such a manner that, at all times, (a) at least one of the trustees then in office shall be a Faculty Recommended Trustee; (b) at least one of the trustees then in office shall be a Student Recommended Trustee; and (c) at least one of the trustees then in office shall be a Staff Recommended Trustee. Whenever any election of trustees is occurring after the first election of trustees following the adoption of these Regulations, if a Faculty Recommended Trustee, a Student Recommended Trustee, or a Staff Recommended Trustee is to be elected at the meeting or is being replaced at the meeting, the Secretary of the Corporation shall, at least thirty days prior to the date of the meeting, request the names of the persons being recommended by the faculty, students, or staff, as the case may be, for election at such meeting. If necessary, the election of the Faculty Recommended Trustee, the Student Recommended Trustee, or the Staff Recommended Trustee, as the case may be, shall be postponed until the Secretary of the Corporation has received the names of the persons being recommended in accordance with the provisions of this Section 2.5.

Section 2.6 Term Limits. A Regular Trustee may serve no more than nine consecutive years; provided, however, that if a Regular Trustee's current term expires after such nine-year period, the Regular Trustee shall be permitted to serve until the expiration of his or her current term. A Regular Trustee who has served nine consecutive years shall not be eligible for reelection as a trustee until at least one year following the last day of his or her then current service as a trustee.

Section 2.7 Resignation of Trustees. Any trustee may resign at any time by giving written notice of such resignation to any officer of the Corporation. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by the officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 2.8 Removal of Trustees. At any meeting of the trustees, duly called as provided in these Regulations, any trustee or trustees may be removed from office, either with or without cause, by the majority vote of the trustees then in office.

Section 2.9 Vacancies and Additional Trustees. If any vacancy shall occur among the Regular Trustees by reason of resignation, removal, retirement, or death or as the result of an increase in the number of trusteeships, a majority of the trustees then in office may fill any such vacancy; provided, however that all vacancies with respect to a Faculty Recommended Trustee, a Student Recommended Trustee, or a Staff Recommended Trustee, however occurring, may be filled only in accordance with the procedure set forth in Section 2.5.

Section 2.10 Meetings. An annual meeting of trustees for the election of trustees and for the transaction of such other business as properly may come before such meeting shall be held on such date in September or October of each year, and at such time and place within or without the State of Ohio, as may be designated by the trustees. In addition, the Board of Trustees by resolution may provide for the holding of regular meetings and may fix the times and places at which such meetings shall be held. Notice of annual or regular meetings shall not be required to be given, provided that whenever the time or place of annual or regular meetings shall be fixed or changed, notice of such action shall be given to each trustee in accordance with the provisions of Section 2.11.

Special meetings of the Board of Trustees may be called by or at the direction of the Chair of the Board, the President of the Corporation, or any two trustees. Except as otherwise required by law, notice of each special meeting shall be given to each trustee in accordance with the provisions of Section 2.11. Such notice shall state the time and place of such meeting, but need not state the purposes thereof, unless otherwise required by law, the Articles of Incorporation of the Corporation, or these Regulations.

Notice of any meeting need not be given to any trustee who shall attend such meeting in person or who shall waive notice thereof, before or after such meeting, in a signed writing.

Members of the Board of Trustees may participate in a meeting thereof by telephone conference or other communications equipment, by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person and at such meeting.

Section 2.11 Notice of Meetings. Except as otherwise provided by law, any notice of meetings of the Board of Trustees required to be given to any trustee shall be mailed to each trustee, addressed to the trustee at his or her residence or usual place of business, at least five days before the day on which the meeting is to be held, or shall be sent to the trustee by electronic mail or facsimile, or delivered to the trustee personally, not later than the day before the date on which the meeting is to be held.

Section 2.12 Quorum and Manner of Acting. At each meeting of the Board of Trustees, the presence of no less than a majority of the members of the Board of Trustees then in office from time to time shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those present at any meeting may adjourn the meeting from time to time until a quorum shall be present and the meeting may be held as adjourned without further notice or waiver. A majority of those present at any meeting at which a quorum is present may decide any question brought before such meeting, except as otherwise provided by law, the Articles of Incorporation of the Corporation, or these Regulations.

Section 2.13 Action Without a Meeting. Any action that may be authorized by the Board of Trustees at a meeting of the Board of Trustees, may be authorized by the Board of Trustees without a meeting, without prior notice and without a vote, with the approval of, and in a writing or writings, signed by all of the trustees. All such writings shall be filed with or entered upon the records of the Corporation.

Section 2.14 Trustees Emeritus. From time to time, the Board of Trustees may appoint as a trustee emeritus any retiring or retired trustees as the Board determines to merit such a distinction because of significant commitment and substantial service to the Corporation. Notwithstanding anything to the contrary set forth elsewhere in this Article II, designation as an emeritus trustee is an honorary title that shall not accord any continuing rights as a trustee of the Corporation.

Section 2.15 Compensation; Expense Reimbursement. Trustees who are not employees of Antioch College shall serve without compensation for their services as a trustee,

and trustees who are employed by Antioch College shall not be entitled to any additional compensation for services as a trustee. Reimbursement for expenses incurred in service as a trustee may be permitted in accordance with policies and procedures that may, from time to time, be established by the Board of Trustees.

ARTICLE III

Committees of the Board

Section 3.1 Executive Committee. The Executive Committee of the Board of Trustees shall consist of the Chair of the Board, any Vice Chair of the Board, the President of the Corporation, the Secretary of the Corporation (but only if the Secretary is also a trustee), the Treasurer of the Corporation (but only if the Treasurer is also a trustee), and one or more additional trustees selected from time to time by the Chair of the Board. The Chair of the Board shall also be the Chair of the Executive Committee. The Executive Committee shall act only in intervals between meetings of the Board of Trustees and shall, except to the extent otherwise provided herein or by the Board of Trustees, have all authority of the Board of Trustees other than the authority to increase the number of trusteeships or to fill vacancies in the Board of Trustees. Subject to these exceptions, any person dealing with the Corporation shall be entitled to rely upon any act or authorization of any act by the Executive Committee to the same extent as an act or authorization of the Board of Trustees.

Section 3.2 Other Committees. From time to time, the Board of Trustees may by resolution designate one or more committees of the Board in addition to the Executive Committee. Each such committee shall consist of at least three trustees of the Corporation and such other persons as may be appointed by the Board of Trustees. Any such committee, to the extent provided in any resolutions adopted by the Board of Trustees and permitted by law, shall have such duties as may be assigned to it by the Board of Trustees. The Board of Trustees shall appoint a Chair of each committee from among the trustees appointed to such committee. The term of office of the members of each committee shall be as fixed from time to time by the Board of Trustees, subject to these Regulations; provided, however, that any committee member who was a trustee but who ceases to be a member of the Board of Trustees shall automatically cease to be a committee member.

Section 3.3 Meetings, Notices, and Records. Each committee of the Board may provide for the holding of regular meetings, with or without notice, and may fix the times and places at which such meetings shall be held. Special meetings of each committee may be called by or at the direction of its Chair or, if there be no Chair, by or at the direction of any one of the trustees serving as a member of the committee. Special meetings of any committee may also be called by the Chair of the Board. Except as otherwise provided by law, notice of each special meeting of a committee shall be mailed to each member of such committee, addressed to him or her at his or her residence or usual place of business, at least five days before the day on which the meeting is to be held, or shall be sent to him or her by electronic mail or facsimile, or delivered to him or her personally, not later than the day before the day on which the meeting is to be held. Such notice shall state the time and place of such meeting, but need not state the purposes thereof, unless otherwise required by law, the Articles of Incorporation of the Corporation, or these Regulations.

Notice of any meeting of a committee need not be given to any member thereof who shall attend such meeting in person or who shall waive notice thereof, before or after such meeting, in a signed writing. Each committee shall keep a record of its proceedings.

Members of or any committee designated by the Board of Trustees may participate in a meeting thereof by telephone conference or other communications equipment, by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person and at such meeting.

Section 3.4 Quorum and Manner of Acting. At each meeting of any committee, the presence of a majority of its members then in office, including in all cases at least a majority of its members who are also trustees of the Corporation, shall be necessary and sufficient to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the members thereof present at any meeting may adjourn the meeting from time to time until a quorum shall be present and the meeting may be held as adjourned without further notice or waiver. At any meeting at which a quorum is present, the act of a majority of the members thereof present at the meeting, including in all cases at least a majority, whether present or not, of its members who are also trustees of the Corporation, shall be the act of such committee. Subject to the foregoing and other provisions of these Regulations and except as otherwise determined by the Board of Trustees, each committee may make rules for the conduct of its business.

Section 3.5 Resignations. Any member of a committee may resign at any time by giving written notice of such resignation to the Secretary. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof by the Secretary, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3.6 Removal. Any member of any committee may be removed at any time with or without cause by the Board of Trustees.

Section 3.7 Vacancies. If any vacancy shall occur in any committee by reason of death, resignation, disqualification, removal or otherwise, the remaining members of such committee, so long as a quorum is present, may continue to act until such vacancy is filled by the Board of Trustees.

ARTICLE IV

Officers

Section 4.1 Officers. The officers of the Corporation shall be a Chair of the Board, a President, a Secretary, and a Treasurer, and may include a Vice Chair, one or more Vice Presidents, and such other officers and assistant officers as may be appointed in accordance with the provisions of Section 4.3. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if the instrument is required by law to be executed, acknowledged, or verified by two or more officers.

Section 4.2 Election, Term of Office, and Qualifications. Each officer shall be elected annually by the Board of Trustees. Each officer shall hold office until his or her successor shall have been elected or until his or her earlier resignation, removal from office, retirement, or death. With the exception of the Chair of the Board, any Vice Chair of the Board, and the President, officers need not be trustees. Officers also need not be employees of the Corporation.

Section 4.3 Other Officers and Agents. The Board of Trustees from time to time may appoint other officers or agents (including one or more Assistant Secretaries and one or more Assistant Treasurers), to hold office for such period, have such authority, and perform such duties as are provided in these Regulations or as may be provided in the resolutions appointing them.

Section 4.4 Resignations. Any officer may resign at any time by giving written notice of such resignation to the Secretary. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Secretary, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4.5 Removal. Any officer may be removed with or without cause at a meeting of the Board of Trustees by the affirmative vote of a majority of the trustees then in office.

Section 4.6 Vacancies. A vacancy in any office by reason of death, resignation, removal, retirement, or any other cause shall be filled for the unexpired portion of the term in the manner prescribed by these Regulations for regular election or appointment to such office.

Section 4.7 Duties of Officers. Each officer and assistant officer shall have such duties as may be specified by the law or as may be determined by the trustees from time to time. In addition to the foregoing, unless otherwise determined by the trustees, the following officers shall have the authority and shall perform the duties set forth below:

(a) Chair of the Board. The Chair of the Board shall preside at all meetings of the trustees. The general authority of the Chair of the Board to execute on behalf of the Corporation any contracts, notes, deeds, mortgages, and other papers not requiring specific approval of the trustees or the execution of which the trustees have not specifically delegated to another individual shall be coordinate with the authority of the President.

(b) Vice Chair of the Board. If elected, the Vice Chair of the Board shall perform all the duties of the Chair of the Board in case of his or her absence or disability, together with such other duties as the Board of Trustees may from time to time prescribe. The general authority of the Vice Chair of the Board to execute on behalf of the Corporation any contracts, notes, deeds, mortgages, and other papers not requiring specific approval of the trustees or the execution of which the trustees have not specifically delegated to any other individual shall be coordinate with the authority of the Chair of the Board.

(c) The President. The President shall be the chief executive officer of the Corporation. Subject to the direction of the Board of Trustees, the President shall have general

charge of the business, affairs, and property of the Corporation and general supervision over the President's subordinate officers and agents. The President may take all necessary action to carry out any authority given to him or her by the Board of Trustees. The President may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts, agreements or other instruments not requiring specific approval of the trustees or the execution of which the trustees have not specifically delegated to another individual. The President shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Trustees or these Regulations.

(d) Vice Presidents. At the request of the President or in the absence of the President, the Vice President shall perform all of the duties of the President. The authority of the Vice President to execute on behalf of the Corporation any deeds, mortgages, contracts, agreements or other instruments not requiring the specific approval of the trustees or the execution of which the trustees have not specifically delegated to another individual shall be coordinate with the authority of the President. If more than one Vice President is elected, the Vice President designated by the Board of Trustees shall perform the duties of the President upon the President's disability.

(e) The Secretary. The Secretary shall keep or cause to be kept the minutes of all meetings of the Board of Trustees. The Secretary shall keep or cause to be kept such other books and records of the Corporation as may be required by the Board of Trustees and shall have the authority to execute certificates attesting to action taken by the trustees. The Secretary shall give notices of the meetings of the Board of Trustees required by law, by these Regulations, or otherwise; and shall have such other authority and shall perform such other duties as may be assigned to the Secretary by the Board of Trustees.

(f) The Treasurer. The Treasurer shall cause to be kept, under the Treasurer's supervision, accurate financial accounts of the Corporation and shall hold the same open for inspection and examination by the Trustees, shall prepare or cause to be prepared a full report concerning the finances of the Corporation to be presented at each annual meeting of the Board of Trustees and at such other times as the Board of Trustees may determine, and shall have the authority to execute all documents requiring the Treasurer's signature. The Treasurer shall have such other authority and shall perform such other duties as may be assigned to the Treasurer by the Board of Trustees.

(g) Assistant Officers. If elected by the Board of Trustees, each assistant officer shall act as an assistant to and under the direction of his or her superior officer, shall be vested with all the powers of his or her superior officer, shall be authorized to perform the duties of the superior officer in such superior officer's absence, and shall perform such other duties as may be required of such assistant officer from time to time by the Board of Trustees.

Section 4.8 College Administrative Officials. The President of the Corporation shall have the power to appoint individuals to serve as Provost, Deans, and Assistant Deans and such other Antioch College academic offices as the President may from time to time determine. Such individuals shall not be officers of the Corporation and shall not have the authority to bind the Corporation.

ARTICLE V

Limitation of Liability and Indemnification

Section 5.1 Limitation of Liability in Damages of a Trustee. Other than in connection with an action or suit in which the only liability asserted against a trustee is for voting for or assenting to a statutorily proscribed distribution of assets or a loan (a “Statutorily Proscribed Act”), a trustee of the Corporation shall be liable in damages for any action he or she takes or fails to take as a trustee only if it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her action or failure to act was either undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation.

Section 5.2 Third Party Action Indemnification. The Corporation 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, including all appeals (other than an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that he or she is or was a trustee or officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, trust, or other enterprise, against expenses (including attorneys’ fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding, if such person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, if the person had no reasonable cause to believe the person’s conduct was unlawful.

Section 5.3 Derivative Action Indemnification. The Corporation 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, including all appeals, by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a trustee or officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, or officer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, 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 the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of: (a) any claim, issue, or matter as to which the person is adjudged to be liable for negligence or misconduct in the performance of the person’s duty to the Corporation 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, the person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court considers proper, or (b) an action or suit in which the liability of a trustee for voting or assenting to a Statutorily Proscribed Act is the only liability asserted.

Section 5.4 Determinations of Indemnification Rights. Any indemnification under Section 5.2 or Section 5.3 of this Article V (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the trustee or officer is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 5.2 or Section 5.3. The determination shall be made (a) by a majority vote of those trustees who in number constitute a quorum of the trustees and who also were not and are not parties to or threatened with any such action, suit, or proceeding; or (b) if such a quorum is not obtainable (or even if obtainable) and a majority of disinterested trustees so directs, in a written opinion by independent legal counsel compensated by the Corporation; or (c) by the court in which the action, suit, or proceeding was brought.

Section 5.5 Advances of Expenses. Unless the action, suit, or proceeding is one in which the liability of a trustee for voting for or assenting to a Statutorily Proscribed Act is the only liability asserted, expenses (including attorneys' fees) incurred by the trustee or officer of the Corporation in defending any action, suit, or proceeding referred to in Section 5.2 or Section 5.3 of this Article V shall be paid by the Corporation, as they are incurred, in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the trustee or officer in which he or she agrees both (a) to repay the amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his or her 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 (b) to cooperate with the Corporation concerning the action, suit, or proceeding.

Section 5.6 Purchase of Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, including but not limited to, trust funds, letters of credit, and self-insurance, for or on behalf of 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 director, trustee, officer, employee, agent, or volunteer of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, employee benefit plan, 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 Corporation would have the power to indemnify him or her against liability under the provisions of this Article V or Chapter 1702 of the Ohio Revised Code.

Section 5.7 Heirs; Non-Exclusivity. The limitation of liability in damages and the indemnification provided by this Article V shall continue as to a person who has ceased to be a trustee or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person and shall not be deemed exclusive of, and shall be in addition to, any other rights granted to a person seeking indemnification as a matter of law or under the Articles of Incorporation, these Regulations, any agreement, or any insurance purchased by the Corporation, or pursuant to any vote of the disinterested trustees, or by reason of any action by the Board of Trustees to take into account amendments to Chapter 1702 of the Ohio Revised Code that expand the authority of the Corporation to indemnify a trustee or officer of the Corporation, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding an office or position.

Section 5.8 No Mandatory Indemnification of Volunteers. Section 1702.12(E)(5) of the Ohio Revised Code shall not apply to the Corporation to the extent that it requires the indemnification of volunteers (as that term is defined in Section 1702.01 of the Ohio Revised Code) other than trustees or officers of the Corporation or directors, trustees, or officers of another domestic or foreign nonprofit corporation or corporation for profit, or partnership, joint venture, employee benefit plan, trust, or other enterprise serving at the request of the Corporation.

ARTICLE VI

Fiscal Year

Section 6.1 The fiscal year of the Corporation shall be a fiscal year ending June 30.

ARTICLE VII

Amendments

Section 7.1 The Articles of Incorporation of the Corporation and these Regulations may be amended or repealed, and new Articles of Incorporation or Regulations may be adopted, only by the affirmative vote of at least two-thirds of the then authorized number of trustees. All proposed changes to the Articles of Incorporation of the Corporation and these Regulations shall be provided to each trustee in writing at least fifteen days before the date of the meeting at which the change is to be presented.

ARTICLE VIII

Effect and Effective Date

Section 8.1 As of the date of its adoption set forth at the beginning hereof, this Amended and Restated Code of Regulations amends, restates, and replaces in its entirety the existing Bylaws of the Corporation, as the same may have been amended from time to time heretofore.