

**CODE OF REGULATIONS
OF THE
NORTHEAST OHIO SUSTAINABLE
COMMUNITIES CONSORTIUM, INCORPORATED**

Article I – General

Section 1.1. Purpose and Powers

The Northeast Ohio Sustainable Communities Consortium, Incorporated (or, the “Consortium”) will have the purposes and powers stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of the State of Ohio as found in Ohio Revised Code Section 1702 or any successor legislation.

Section 1.2. Purposes

The Consortium shall conduct regional sustainable planning and strive to develop a community of practice among local government and nonprofit officials within Northeast Ohio, thus lessening the burden of government. To the extent that any other provision in this Code of Regulations may be or could be inconsistent with this paragraph, this paragraph shall control.

Article II – Directors

Section 2.1. Governing Board, Consisting of Directors (or Alternate Directors) Appointed by Consortium Members

The Consortium will consist of foundations, local government entities, non-profit organizations, institutions of higher education and individuals that embrace the principles and purpose of Sustainable Communities Planning and make a financial and/or in-kind commitment to the Sustainable Communities Planning Process. Each Consortium member shall appoint one Director and one Alternate Director for the Board of Directors. Directors, Alternate Directors and other guests may attend meetings and serve on committees; however, only one vote (Director or Alternate Director) shall be cast on behalf of each Consortium member. Each Consortium member must declare whether the Director or the Alternate Director will be casting its vote. Note, however, that if a Director or Alternate Director is serving as an Officer of the Consortium, then that Director/Alternate Director/Officer may only vote once on the Board of Directors in his or her capacity as the Director or Alternate Director. Therefore, an Officer of the Consortium shall not be entitled to a vote on the Board of Directors merely by virtue of the fact that he or she is an Officer of the Consortium.

Section 2.2. Membership

The Nominating Committee shall be responsible for identifying and vetting new Consortium members and for recommending to the Board of Directors the appropriate cash or in-kind contribution to solicit and the level of membership. At the request of the Board of Directors, the

Nominating Committee may review the cash and in-kind contributions pledged to the Consortium by an existing member and recommend to the Board of Directors modifications to the member's Consortium Agreement. The Board of Directors shall review any and all recommendations of the Nominating Committee, and shall either approve or deny at its next regularly-held Board meeting. Only the Board of Directors may, in its sole discretion, make changes to the cash or in-kind contributions required of new or existing Consortium members.

Section 2.3. Powers of the Directors

All corporate powers, except where the law or the Articles of Incorporation or the Code of Regulations require that action be otherwise taken, authorized or approved, shall be vested in, exercised, conducted, and controlled by the Directors. Such corporate powers shall belong to the Directors alone, and shall include the authority to determine the affairs of the Consortium and its property.

Among the specific duties of the Board of Directors are to:

- Govern the Policies of the Consortium;
- Approve and oversee the Executive Director;
- Define and Oversee Eligibility for Directors of the Consortium;
- Elect Board Officers (except for Treasurer);
- Elect Executive Committee Members;
- Appoint Standing Committees (Technical Steering, Communications and Engagement, Finance and Audit, Personnel, and Nominating);
- Appoint Program Committees (also known as Workstream Committees and Product Working Groups);
- Amend the Code of Regulations;
- Establish Strategic Priorities and Scope of the Plan and Planning Program;
- Authorize the Executive Director to enter into purchases and contracts in an amount greater than \$200,000; and
- Approve the Formal Recommendations Contained in the Regional Sustainability Plan and subsequent revisions and amendments.

Approval of Formal Recommendations Contained in the Regional Sustainability Plan shall require approval of a two-thirds majority of Directors in attendance (when a quorum is present). All other actions require a simple majority of Directors in attendance (when a quorum is present).

Directors shall also act as champions for the Plan and the Planning Program across the region, encourage citizen engagement in the process of developing the Plan and promoting buy-in among public officials, civic leaders, the media and among the general public.

There shall be no compensation for Directors.

Section 2.4. Ethics and Conflicts of Interest

From time to time Consortium members may have the opportunity to compete or bid for projects of the sustainable planning process. Consortium members shall be eligible to compete for such projects; however, Directors and Alternate Directors representing the Consortium member must recuse themselves from the discussions, decisions and voting related to the selection process. Directors and Alternate Directors shall also comply with any and all regulations set forth in the Consortium's Code of Conduct including its Conflict of Interest Policy.

Article III – Board of Directors Meetings

Section 3.1. Director Meetings

The Directors shall hold at least four meetings each year. Meetings of the Directors may be held upon the call of the Chair, or upon a call by the majority of the Directors. Any meeting of the Directors may be held through any electronic communication pursuant to which each Director is able to hear each other Director participating or in any other manner permitted under the laws of the State of Ohio, and such participation by a Director shall constitute attendance at such a meeting.

All meeting minutes of Board of Directors Meetings shall be kept in the Consortium's official records. The Secretary is responsible for preparing the minutes and distributing them to the Directors either in advance of the next Board of Directors Meeting or at the next Board of Directors Meeting. The first order of business at each Board of Directors Meeting shall be the approval of the last meeting's minutes. Meeting minutes for all Board of Directors Meetings shall be made available to the public upon request.

Section 3.2. Notice

Notice of a meeting of Directors, stating the time and place of such meeting, and the business to be discussed at said meeting, shall be given to each Director entitled to notice thereof at least five (5) days before such meeting. Notice shall be in writing and shall be delivered personally or sent by telegram, telecopy or electronic mail transmission, or by United States mail, express mail, or courier service, with postage or fees prepaid. If notice is sent by electronic mail transmission, the sender shall take reasonable steps to ensure notice is received (for example, by requesting an electronic receipt or electronic Reply confirming receipt). Notice shall be deemed waived by any Director who participates in such meeting, and may be waived in writing either before or after such meeting.

Section 3.3. Transparency and Public Access to Documents

The Consortium will post meeting agendas, minutes and other documents on a publicly-available website to maximize public access to information about the planning process.

Section 3.4. Quorum and Action

A majority of the Directors shall constitute a quorum at any meeting of the Directors for the transaction of business. In the absence of a quorum at any meeting of the Directors, a majority

of those present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjournment need not be given. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Consortium, unless a greater number is required by these Regulations or the laws of the State of Ohio.

At each Board of Directors Meeting, each Consortium member shall have only one vote. Therefore, if a Director or Alternate Director is serving as an Officer of the Consortium, then that Director/Alternate Director/Officer may only vote once in his or her capacity as the Director or Alternate Director. Therefore, an Officer of the Consortium shall not be entitled to a vote on the Board of Directors merely by virtue of the fact that he or she is an Officer of the Consortium.

Section 3.5. Action Without a Meeting

Any action required or permitted to be taken or authorized at a Board of Directors' meeting may be taken or authorized without a meeting if a writing or writings setting forth the action so taken, is signed by all of the Directors and the writing or writings are entered upon the Consortium's records. A telegram, cablegram, electronic mail, or an electronic or other transmission capable of authentication that appears to have been sent by a Director and that contains an affirmative vote or approval of the Director is a signed writing for the purposes of this Section 3.5. The date on which that telegram, cablegram, electronic mail, or electronic or other transmission is sent is the date on which the writing is signed.

Article IV – Executive, Standing and Special Committees

Section 4.1. Functions of Executive Committee

In order to facilitate a timely flow of business for the Consortium, an Executive Committee shall perform certain regular functions specifically designated herein. Included in these functions are to:

- Establish agendas and fashion recommendations for the meetings of the Directors;
- Review work prepared by staff and the Program Committees, Work Stream and Product Working Groups;
- Oversee activities of the Planning Program and refining the approach over time (as needed);
- Hire staff;
- Establish and oversee budgets; and
- Authorize the Executive Director to enter into purchases and contracts in an amount greater than \$100,000 and less than \$200,000.

The Chair may, at his or her discretion, appoint ad hoc committees of the Executive Committee to focus on issues of interest.

4.2. Executive Committee Membership

The Executive Committee shall include:

- Each Director or Alternate Director serving as an Officer, as set forth in Article 5 herein;

- All Directors representing the Metropolitan Planning Organizations involved in this Consortium;
- The Director representing the Northeast Ohio Four County Regional Planning & Development Organization (NEFCO);
- The Director representing the Regional Prosperity Initiative;
- Four “at-large” members chosen from among the Board of Directors and/or Alternate Directors not described in any other category of Executive Committee Membership and each representing one of the four sub-regions, as defined by the MPO service areas; and
- The Director representing the Fund for Our Economic Future.

Each “at-large” member of the Executive Committee is nominated by the Nominating Committee and subsequently approved by the Board of Directors for up to one-year terms which will be designed to coincide with the calendar year. Each year the Nominating Committee shall consult with the organizations that represent each of the sub-regions to identify the appropriate “at-large” candidates from each sub-region. The Nominating Committee shall strive to balance continuity and diversity of the Executive Committee by inviting other members to participate at the Executive Committee level when making nominations. Each Executive Committee member shall name an Alternate Director who will be permitted to attend meetings and vote on his or her behalf.

Section 4.3. Executive Committee Meetings

The Executive Committee shall hold meetings as needed. Six Executive Committee members shall constitute a quorum at any meeting of the Executive Committee for the transaction of business. In the absence of a quorum at any meeting of the Executive Committee, a majority of those present may adjourn the meeting from time to time until a quorum shall be present and notice of any adjournment need not be given.

Each Executive Committee member shall have one vote at Executive Committee Meetings. To be clear, unlike at a Board of Directors Meeting, at an Executive Committee Meeting, regardless of whether there are multiple representatives from the same Consortium member at any Executive Committee Meeting, each individual Executive Committee member (including Officers) shall have one vote.

The act of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Consortium, unless a greater number is required by these Regulations or the laws of the State of Ohio. The Executive Committee shall keep regular minutes of its meetings, and shall report to the Board of Directors as required.

Section 4.4. Authority to Create Committees

The Board of Directors have the power to create from time to time committees, standing or special, and to give them the powers and authority, to revoke their appointment, or restrict or modify their powers, as the Board of Directors deem best provided that no committee will consist of less than three Directors.

Section 4.5. Committee Vacancies

Vacancies in the membership of the Executive, Standing, Program and Other committees may be filled by the Board of Directors at a Board of Director's Meeting upon the recommendation of the Nominating Committee.

Section 4.6. Standing Committees

The Executive Committee will work through Standing Committees established to foster the opportunity for meaningful involvement of Directors in the work of the Consortium and to assist the Executive Committee in carrying out its responsibilities. These Standing Committees shall include:

- Technical Steering Committee, which shall be responsible for overseeing the scope and execution of the Regional Sustainability Plan;
- Communications and Engagement, which shall be responsible for developing, maintaining, and overseeing the execution of Vibrant NEO, the Consortium's Communications and Engagement Plan and for insuring broad civic involvement in the work of the Consortium;
- Finance and Audit, which shall be responsible for overseeing the Consortium's budget, annual audit and grants compliance and for authorizing the Executive Director to enter into purchases and contracts in the amount of \$25,000 and less than \$100,000;
- Personnel, which shall be responsible for the review of the Executive Director; and
- Nominating, which shall be responsible for the annual nomination of Consortium Officers, for vetting new Consortium members and for recommending to the Board modifications to existing Consortium agreements.

Section 4.7. Program and Other Committees

The Executive Committee will work through Program Committees established to foster opportunity for meaningful involvement and to facilitate business of the Consortium. These Committees are otherwise known as Workstream Committees and Product Working Groups.

Overall direction of the Consortium's Regional Planning Program shall be designed by the Executive Director and adopted by the Executive Committee. The Planning Program shall be established in consultation with the Consortium's Program Committees. Each Program Committee shall be chaired by one or more Consortium Directors and shall be comprised of individuals reflecting the region's economic, racial, sexual orientation and age diversity.

The Consortium shall establish two types of Program Committees: (1) Workstreams and (2) Product Working Groups.

Workstreams will be charged with (1) developing and maintaining subject matter expertise at a community, metropolitan area and regional scale, and (2) proposing an annual scope of work that will enhance the region's ability to plan and act collaboratively, and which will result in findings and recommendations to be considered by the Executive Committee and, ultimately by the Consortium Board of Directors. The Workstreams shall include:

- Economic Development;
- Environment;
- Transportation and Connections;
- Housing and Communities; and
- Quality Connected Places.

Product Working Groups will be charged with researching and developing products and processes to be considered by the Executive Committee and, ultimately, by the Consortium Board of Directors. These products and processes will advance the Consortium's goals of regional sustainability by tangibly assisting the Consortium members, their constituencies and their communities to become more economically vibrant, environmentally sustainable and socially equitable. The Product Working Groups shall include:

- Dashboard;
- Tool Kit;
- Policies; and
- Pilots.

From time to time, the Board of Directors may establish, on either an ad hoc or standing basis, other committees to facilitate business of the Consortium.

Section 4.8. Committee Reports

Each committee will report to the Directors when required.

Article V – Officers

Section 5.1. Officers Designated

The Officers of the Consortium shall include a Chair, one or more Vice Chairs, a Secretary, a Treasurer, and such other Officers and assistant officers as they deem necessary. The Treasurer shall be the representative of the Northeast Ohio Areawide Coordinating Agency. All officers shall be Directors or Alternate Directors of the Consortium. In addition to fulfilling his/her role on the Board of Directors, a Director or Alternate Director may also serve as an Officer of the Consortium. Any two or more offices, except the offices of Chair and Vice Chairs, may be held by the same person, but no Officer may execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required by Ohio law or this Code of Regulations to be executed, acknowledged, or verified by two or more Officers.

Section 5.2. Election of Officers

The Officers, except Treasurer, shall be elected by the Board of Directors at their annual meeting or at any meeting called for such purpose, and shall hold office until their successors are duly elected and qualified unless otherwise specified by the Directors, subject, however, to prior resignation, death, or removal.

Section 5.3. Removal

Any Officer shall be subject to removal, with or without cause, at any time, by the vote of a majority of the Directors.

Section 5.4. Resignation; Vacancies

Any Officer elected or appointed by the Directors may resign at any time by giving written notice to the Directors. A resignation shall take effect at any time specified therein, and unless otherwise specified therein shall become effective on delivery. The acceptance of such resignation shall not be necessary to make it effective unless so specified in the resignation. Any vacancy occurring in an office of the Consortium may be filled by the Board of Directors by a majority vote.

Article VI – Duties of Officers

Section 6.1. Chair

The Chair shall preside over all meetings of the Directors and the Executive Committee and shall perform all duties as may from time to time be required by him or her by the Board of Directors.

The Chair shall be authorized to sign all grant letters, contracts and other documents and instruments on behalf of the Consortium. Unless otherwise established by the Directors, the Chair may authorize the Vice Chairs, Secretary, or Treasurer to sign documents and instruments on behalf of the Consortium, as deemed necessary and/or appropriate by the Chair, to the extent that the signing of such documents and instruments is within the authority granted to the Chair by the Directors.

The Chair shall nominate the chair and members of the Nominating Committee at the Consortium's November meeting and charge that Committee with preparing a slate of Officers for consideration by the Board at its annual meeting the following January.

The Chair shall conduct an annual review of the membership of all Standing Committees (other than the Nominating Committee), Program Committees and Other Committees and, in consultation with the Nominating Committee, shall recommend to the Board the appointment or reappointment of Committee members.

Section 6.2. Vice Chair(s)

The First Vice Chair shall preside over any meeting of the Directors and Executive Committee during the absence or the incapacity of the Chair, and shall act in place of and instead of the Chair in any instance when the Chair shall be unable to perform his or her duties. The First Vice Chair shall be succeeded by the Second Vice Chair if First Vice Chair is absent or otherwise incapacitated. This will be followed by any additional Vice Chairs.

Section 6.3. Treasurer

The Treasurer shall receive and keep safely under his or her control all monies, stocks, bonds, and corporate financial records in such place as may be designated by the Executive Committee, and shall cause adequate and correct accounts of the Consortium's business transactions to be

kept, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall order audits by a certified public accountant approved by the Executive Committee and shall order timely preparation and filing of all required tax returns.

Section 6.4. Secretary

The Secretary shall keep an accurate record of all transactions of the Executive Committee and the Directors. He or she shall give, or cause to be given, the notices required by law and/or this Code of Regulations; keep corporate minute books and record therein all minutes of Executive Committee and Directors meetings and such other matters as shall be proper and necessary; keep written policies addressing conflicts of interest, whistle-blower protections, document retention, employment practices, and the like; and issue and attest documents to be signed for and on behalf of the Consortium. All books, papers, and property of the Consortium shall be kept at the central office of the Consortium.

Article VII – Indemnity of Directors, Officers, Employees and Others

Section 7.1. Persons Protected

Directors, Officers, committee members, employees, agents, volunteers and others serving the Consortium shall be fully and completely indemnified and protected to the fullest extent possible under the authority granted to the Consortium by Section 1702.12, Ohio Revised Code; provided, however, that volunteers shall not be indemnified unless they are Directors or Officers. Indemnification protection shall include advance payments of expenses, including attorney's fees, to which such person may be entitled to under the authority of Section 1702.12(E)(5). No Director shall be required to furnish bond for faithful performance of his or her duties and no Director shall be liable to any person whatever for any action which he or she may take or omit in good faith.

Section 7.2. Indemnification from Other Sources

The indemnification provided by this Article VI shall be non-exclusive of any other right to which those seeking indemnification may be entitled under any agreement, regulation, articles of incorporation, vote of members of disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in any other capacity while holding such office. The protection provided and any entitlement shall continue as to such person who has ceased to a Director, Officer, committee member, employee, agent, volunteer, or other covered person, and shall inure to the benefit of such person's heirs, executors, and administrators; provided that the claimed right to indemnification arises from an act or omission occurring during such person's active service to the Consortium.

Section 7.3. Liability Insurance

The Consortium shall be authorized to purchase and maintain insurance on behalf of any person entitled to indemnification and to make other arrangements permitted to non-profit corporations by Chapter 1702, Ohio Revised Code.

Article VIII – Amendments

This Code of Regulations may be amended by a majority vote of the Directors present at a meeting at which there is a quorum in attendance, provided notice of the meeting and the proposed changes in this Code of Regulations have been given to all Directors no fewer than ten days before such a meeting. If successfully amended, the Secretary will mail a copy thereof to all of the Directors who did not sign the written consent.

Article IX – Miscellaneous Provisions

Section 9.1. Governing Law

This Code of Regulations is governed by Ohio law other than that relating to conflicts of law.

Section 9.2. Interpretation

Where permitted by the context, each pronoun used in this Code of Regulations includes all genders and both singular and plural, and each noun used in this Code of Regulations includes both singular and plural. The use of the word “including” in this Code of Regulations means “including without limitation.”

Section 9.3. Severability

If a court of competent jurisdiction determines a provision of this Code of Regulations to be unenforceable, the court may reform the provision so that it is enforceable to the maximum extent of the law. The unenforceability of any provision of this Code of Regulations will not affect the enforceability of any other provision of this Code of Regulations.

Section 9.4. Articles of Incorporation

The terms and conditions of the Articles of Incorporation will prevail in the event of any conflict between the terms and conditions of this Code of Regulations and the Articles of Incorporation.