

Worthington Police Academy Alumni Association Regulations

Article I Name and Office

Section 1.01 Name. The name of the nonprofit entity shall be "Worthington Police Academy Alumni Association," hereinafter referred to as "WPAAA".

Section 1.02. Principle Office. The principle office of WPAAA shall be located at 6555 Worthington Galena Road, Worthington, Ohio 43085.

Article II Purpose

Worthington Police Academy Alumni Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and more specifically, the following:

To Support the activities of the City of Worthington, Division of Police and to help build a stronger and safer community;

To Serve as a liaison between, and to enable and nurture positive communication, mutual understanding and support between, the citizens of Worthington and the Worthington Division of Police;

To Recognize the contributions of the officers of the Worthington Division of Police and to provide support in times of need;

To Support the activities of The National Citizens Police Academy Association for so long as it is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and

To Do any and all activities and undertakings in furtherance of the foregoing which may be conducted by organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and is permitted by Ohio nonprofit corporations.

Article III Organization and Status

The Articles of Incorporation filed for WPAAA have been filed with the Ohio Secretary of State on May 7, 2012 (the "Articles") and WPAAA shall operate in accordance with the Articles, these Regulations and applicable law.

Article IV

Membership and Voting Privileges

Section 4.01. Membership. The members are the persons having membership rights and privileges in WPAAA in accordance with the Articles and these Regulations. WPAAA shall maintain a record of its members containing the name and address of each member, class of membership, if applicable, and the date of admission to membership. Membership in the corporation may be terminated in the manner provided by law, the Articles, or these Regulations.

Section 4.02. Qualification. Membership shall be limited to persons who are both:

- (a) graduates of any of the past, current or future classes of the Citizens Police Academy of the City of Worthington, Division of Police, graduates of the Citizens Police Academy of another community which has been approved by the City of Worthington Division of Police, or any retired Worthington Police Officer;
- (b) are current in the payment of any member dues established by WPAAA; and
- (c) who are not disqualified for membership in accordance with these Regulations.

Failure to pay dues for a period of one year, if any are established, constitutes resignation from Membership.

Section 4.03. Voting privileges. Member's voting privileges will be limited to each member having one vote in connection with the following

- Voting on the election for each opening in the Board of Directors at the annual meeting;
- Voting on any appeal by a disqualified member of the determination of the Board of Directors;
- Approval of any amendments to these Regulations or the adoption of new Regulations;
- Voting on the dissolution of WPAAA; and
- Voting on any other matter which the Board of Directors specifically determines, in its discretion, should be voted on by the Members.

Other than the five foregoing voting categories, all matters of the nonprofit will be decided solely by the Board of Directors .

Section 4.04. Community Liaison Officer . A Community Liaison Officer, appointed by the Chief of Police of the City of Worthington Police Division, may attend any and all meetings of the membership and of the Board of Directors as a nonvoting member.

Section 4.05. Honorary Members. Special recognition may be given to an individual who has uniquely contributed to the furtherance of WPAAA by election as an Honorary Member by a vote of the Board of Directors. Honorary Members are not assessed dues and do not have a vote in the conduct of business of WPAAA.

Section 4.06. Disqualification. A member may be disqualified from membership if the Board of Directors determines, by the vote of at least 2/3rd of its members present at any meeting at which a quorum exists, if: (a) the member has been convicted of a felony, or (b) the member is reported by the Worthington Division of Police as repeatedly refusing to obey police instructions when carrying out an activity or project of WPAAA, or (c) the member has violated of

WPAAA's Code of Conduct or Conflicts of Interest Policy, or (d) the member has exhibited behavior or carried out actions in that harmed the reputation of WPAAA, the Worthington Division of Police or any of the members of either. Any member disqualified by the vote of the Board of Directors may appeal the decision of the Board of Directors to the members of WPAAA at the next annual meeting of the members at which a quorum is present by notifying the President in writing at least ten days prior to such meeting. The determination of the Board of Directors shall stand unless the determination is overturned by the vote of at least two-thirds of the members present at such annual meeting. Any member who is disqualified from membership must immediately surrender his or her WPAAA identification card and forfeit any prepaid dues. Any member, Director or officer who is the subject of a disqualification proceeding shall abstain from voting in any and all such proceedings.

Article V

Meetings of Members

Section 5.01. Annual Meeting. The Annual Meeting of the members for the consideration of reports to be laid before such meeting and for the transaction of such other business as may properly come before such meeting, shall be held on the second Monday in May of each year, or on such other date as may be fixed from time to time by the Board of Directors, at such time of day and at such place as may be designated by the Board of Directors.

Section 5.02. Special Meetings. Special meetings of the members may be called at any time by the President, or in case of the President's unavailability, absence, death, or disability, by an Executive Committee member, or by the Board of Directors, or by a majority of the Director's acting without a meeting, such meeting to be held at such time and place as may be designated in the notice of the special meeting.

Section 5.03. Place of Meetings. All meetings of the members shall be held at the principal office of the corporation in Worthington, Ohio, or at such other place within or without the State of Ohio as the Directors may from time to time determine by a resolution.

Section 5.04. Notice of Meetings. Written notice stating the time and place of a meeting of the members, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given either by personal delivery, by overnight delivery service, by electronic mail, facsimile transmission or by mail not less than seven (7) nor more than sixty (60) days before the date of the meeting to each member entitled to notice of the meeting by or at the direction of the person or persons calling the meeting or by the Secretary. If mailed or sent by overnight delivery service, such notice shall be addressed to the member at his address as it appears on the records of WPAAA. If sent by means of authorized communications equipment, that notice shall be sent to the address furnished by the member for transmissions by authorized communications equipment. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 5.05. Notice of Waiver. Notice of the time, place, and purposes of any meeting of the members, whether required by law, the Articles or these Regulations, may be waived in writing, either before or after the holding of such meeting, by any member, which writing shall be filed with or entered upon the records of the meeting. The attendance of any member at any such

meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice, shall be deemed to be a waiver by him or her of notice of such meeting.

Section 5.06. Quorum. At any meeting of the members, 25 percent of the members shall constitute a quorum. A majority of the members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time. A majority of the members present and voting at any meeting shall decide any question brought before such meeting, unless the question is one upon which by express provision of law, the Articles of these Regulations a larger or different vote is required, in which case such express provision shall govern.

Article VI

Board of Directors

Section 6.01. Authority and Qualifications. Except as otherwise provided by law, the Articles or these Regulations, all of the authority of WPAAA shall be exercised by or under the direction of the Board of Directors. A Director must be a member in good standing.

Section 6.02. Number of Directors. The number of Directors shall be not less than five (5) and no more than fifteen (15). The terms of the several Directors need not be uniform.

Section 6.03. Term. Each Director shall hold office for two (2) years. Directors may be re-elected. Directors may not serve more than three (3) consecutive terms. All directors shall hold office until their respective successors are elected, except in the case of resignation, death, disability or removal. Election of Directors shall be staggered so that approximately one-half of the Directors are elected in even-numbered years and the remaining are elected in odd-numbered years. The Nominations Committee shall select a slate of candidates based on qualifications and present those candidates for election. Candidates for the Board shall be nominated only with the consent of the nominee.

Section 6.04. Removal and Vacancies. A Director or Directors may be removed from office only by the procedures for removal or disqualification of a Member. Any Director may resign at any time by giving written notice to the President. Vacancies in the Board between annual meetings may be filled by the Board, with the term of such Director ending at the close of the next annual meeting of the members.

Section 6.05. Meetings. A meeting of the Directors shall be held immediately following each annual meeting of the members, and notice of such meeting need not be given. Regular meetings will be held on the second Monday of each month, or at such other dates as may be determined by the Directors. The Directors shall hold such other meetings as may from time to time be called. Such other meetings of Directors may be called only by the President, the Secretary or any two (2) Directors. All meetings of Directors shall be held at the principal office of the corporation in Worthington, Ohio, or at such other place within or without the State of Ohio as the Directors may from time to time determine by a resolution. Meetings of the Directors may be held through any authorized communications equipment if all persons participating can contemporaneously communicate with each other, and participation in a meeting pursuant to this provision shall constitute presence at such meeting.

Section 6.06. Notice of Meetings. No notice need be given for the regular meetings of the Board. Notice of the time and place of other meetings of Directors for which such notice is required by law, the Articles or the Regulations shall be given to each of the Directors by at least one of the following methods: (a) by a writing mailed, or sent by courier service or express service (postage or fees prepaid) not less than ten (10) days before such meeting and addressed to the residence or usual place of business of a Director as such address appears on the records of the corporation; or (b) by facsimile transmission, e-mail, or other authorized communications equipment, or a writing delivered to the residence or usual place of business of a Director, as the same appears on the records of the corporation, not less than five (5) days before the date on which such meeting is to be held; or (c) personally or by telephone not less than five (5) days before the date on which such meeting is to be held.

Notice given to a Director by any one of the methods specified in the Regulations shall be sufficient, and the method of giving notice to all Directors need not be uniform. Notice of any meeting of Directors may be given only by the President or the Secretary of the corporation, or by the Directors calling the meeting. Such notice need not specify the purpose or purposes of the meeting except as otherwise provided by law, the Articles, or the Regulations. Notice of adjournment of a meeting of Directors need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 6.07. Waiver of Notice. Notice of any meeting of Directors may be waived in writing, either before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Director at any meeting of Directors without protesting, prior to or at the commencement of the meeting, the lack of proper notice, shall be deemed to be a waiver by such Director of notice of such meeting.

Section 6.08. Quorum and Voting. A majority of the Directors in office shall be necessary to constitute a quorum for a meeting of Directors, but a lesser number may adjourn any meeting from time to time until a quorum is present, and the meeting may be held as adjourned without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board, except as otherwise provided by law, the Articles or these Regulations.

Section 6.09. Committees of Directors. The standing committees of the Board shall be:
the Communications Committee,
the Projects and Events Committee,
the Membership Committee, and
the Executive Committee.

The Directors may create other committees. Each committee shall consist of one or more Directors and, at the option of the Board, one or more members of WPAAA. The Executive Committee may act as and on behalf of the Board of Directors between meetings of the Directors.

Section 6.10. Compensation. Directors shall not receive any salary or compensation for their services.

Section 6.11. Advisory Boards. The Board of Directors shall have discretion to appoint one or more advisory boards to assist in carrying out the purposes of WPAAA.

Section 6.12. Conflict of Interest. Each member of the Board shall be responsible for identifying and abstaining from voting if any conflict of interest exists when issues are discussed and voted on by the Board. The conflict of interest shall be noted in the Board's minutes and if a vote on the matter is taken the results will note the outcome and that the member with a conflict has abstained from voting.

Section 6.13. Action without Meeting. Any action of the Board of Directors may be taken without a meeting if all Directors consent in writing. All such written actions shall be entered into the books and records of WPAAA.

Article VII Officers

Section 7.01. Officers. The officers of WPAAA shall be elected by the Board at any duly called meeting at which a quorum is present. The officers of the nonprofit shall be a President, Vice-President, Secretary and Treasurer and such other officers as the Board may determine. Officers must be members of the Board of Directors.

Section 7.02. Election and Transition. The officers shall be elected yearly by the newly elected Board of Directors immediately following the annual meeting. The outgoing Treasurer will maintain the books of the nonprofit until the election of the new Treasurer. The incoming Treasurer will work with the outgoing Treasurer in an advisory capacity. The outgoing Treasurer will not vote on matters before the Board unless he/she is also a member of the Board.

Section 7.03. Term of Office. Each Officer shall hold the office for one year or until his or her resignation of his or her successor shall have been duly elected and qualified. An Officer shall not hold the same position for more than three consecutive terms.

Section 7.04. Removal. An Officer of the Board shall be automatically removed when such Officer no longer qualifies to be a member.

Section 7.05. Vacancy. A vacancy in any office may be filled through appointment by the President and ratified by the Board at its next meeting.

Section 7.06. Officer Duties

A. President. The President shall be the chief executive officer of the nonprofit. The President shall preside over all meetings and the annual meeting of the nonprofit, shall, in general, supervise the business and affairs of WPAAA, and shall be responsible for reporting to the Board on the activities and operation of WPAAA.

B. Vice-President. The Vice-President shall, in the absence of the President, or in event of the President's inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The

Vice-President shall perform such other duties from time to time as may be assigned to him/her by the President or the Board of Directors. The Vice President shall succeed to the position of the President upon the death, resignation or removal of the current President or the expiration of the current President's term

C. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and assets of the nonprofit, and shall be responsible for providing the Board with all requested financial and accounting reports. The Treasurer shall at the expiration of the term of office, present a full accounting of the receipts and expenditures during said term in office to his or her successor.

D. Secretary. The Secretary shall keep the minutes of the annual meeting, meetings of the Board of Directors and meeting of the Executive Committee, shall see that all notices are duly given in accordance with the provisions of these Regulations, be custodian of WPAAA's records, and in general perform all duties incident to the office of Secretary.

Article VIII

Financial Administration

Section 8.01. Annual Budget. The Board of Directors shall adopt an annual budget for WPAAA each year.

Section 8.02. Books and Record. The nonprofit shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the nonprofit may be inspected by any member, or his agent or attorney, authorized representative for any proper purpose at any reasonable time, and upon reasonable notice.

Section 8.03. Check Authority. All checks or drafts issued in the name of WPAAA will require two signatures. Any two of the following are authorized to sign checks: President, Treasurer, Secretary or Vice-President.

Section 8.04. Fiscal Year. The fiscal year of the nonprofit shall begin on the first day of April and end on the last day of March.

Article IX

Dissolution

WPAAA may be dissolved by the affirmative vote of two-thirds of the members present at a duly called meeting at which a quorum is present. Upon the dissolution or final liquidation of WPAAA, any remaining assets, after payment or the making of provision for payment of all the lawful debts and liabilities of WPAAA, shall be distributed in accordance with the Articles as determined in good faith by the Board.

Article X Indemnification

WPAAA shall indemnify each natural person who was or is a party or is threatened to be made a party to, or is or was involved or is threatened to be involved (as a deponent, witness or otherwise) in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, arbitral, administrative or investigative (including, without limitation, any threatened, pending or completed action, suit or proceeding by or in the right of WPAAA) (hereinafter a "Proceeding"), by reason of the fact that such natural person is or was a Director or officer of WPAAA, or is or was serving at the request of WPAAA as a director, trustee, officer, employee, member, manager or agent of another corporation (domestic or foreign, non profit or for profit), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise (hereinafter an "Indemnitee"), against all expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees, expert witnesses' fees and transcript costs) (hereinafter "Expenses"), judgments, fines, excise taxes assessed with respect to an employee benefit plan, penalties and amounts paid in settlement (such judgments, fines, excise taxes, penalties and amounts paid in settlement are hereinafter referred to as "Liabilities") actually and reasonably incurred by the Indemnitee in connection with any Proceeding, except that, WPAAA shall not indemnify an Indemnitee (A) in such Indemnitee's capacity as a Director or officer of WPAAA in respect of any claim, issue or matter asserted in a Proceeding by or in the right of WPAAA as to which the Indemnitee shall have been adjudged to be liable to WPAAA for an act or omission undertaken by such Indemnitee in such capacity with deliberate intent to cause injury to WPAAA or with reckless disregard for the best interests of WPAAA or (B) in any Proceeding by or in the right of WPAAA in which the only liability is asserted pursuant to Section 1702.55 of the Ohio Revised Code against the Indemnitee. Any indemnification that is not precluded shall be timely paid by WPAAA unless and only to the extent that a determination is made by a court with jurisdiction over the subject matter that such indemnification shall be denied or limited because (i) the Indemnitee did not act in good faith and in a manner which the Indemnitee reasonably believed to be in or not opposed to the best interests of WPAAA, and, with respect to any criminal Proceeding, the Indemnitee had reasonable cause to believe that such Indemnitee's conduct was unlawful, or (ii) the Indemnitee did not actually or reasonably incur an Expense or Liability to be indemnified. Upon making any request for indemnification under this Article VI, the Indemnitee shall be presumed to be entitled to indemnification under this Article VI, and WPAAA shall have the burden of proof in the making of any determination contrary to such presumption by clear and convincing evidence.

Article XI Miscellaneous

Section 11.01. Parliamentary Authority. The rules contained in the current edition of the Roberts Rules of Order shall govern the nonprofit in all cases in which they are applicable and in which they are not in conflict with these the law, these Regulations or the Articles.

Section 11.02. Authorized communications equipment. For purposes of these Regulations, the following definition shall apply:

“Authorized communications equipment” means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the Director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

ARTICLE XII
Amendment to Regulations

These Regulations may be altered, amended or repealed and new Regulations may be adopted by an affirmative vote of two-thirds of the Directors present at a meeting of the of the Board of Directors at which a quorum is present.

**AN ACTION BY THE INCORPORATORS OF
WORTHINGTON POLICE ACADEMY ALUMNI ASSOCIATION
WITHOUT A MEETING**

The undersigned, being all of the incorporators of Worthington Police Academy Alumni association (the "Corporation"), an Ohio nonprofit corporation, hereby take the actions expressed in the following resolutions, adopted without a meeting:

RESOLVED, that the Code of Regulations of the Corporation, attached as Exhibit A be, and the same hereby is, ratified, approved, adopted and confirmed as the Code of Regulations of the Corporation; and

FURTHER RESOLVED, that the following individuals are hereby elected as Directors of the Corporation:

Anker Bell (2 years)
Linda Roberts (2 years)
Elizabeth Stull (1 year)
Mary Jo Cusack (1 year)
Lana Vichich (2 years)

IN WITNESS WHEREOF, the undersigned, being all of the incorporators of the Corporation, hereby indicates in writing his approval of and consent to the foregoing actions and resolutions, adopted without a meeting, this 9th day of July, 2012.

Linda Roberts
Linda K. Roberts, Incorporator

Mary Jo Cusack
Mary Jo Cusack, Incorporator

Anker M. Bell
Anker M. Bell, Incorporator