COMMUNITY IMPROVEMENT CORPORATION OF DEFIANCE COUNTY CODE OF REGULATIONS

(AS AMENDED FEBRUARY 2023)

KEY:

Executive Committee= Specific Group of Board

Board of Trustees= Entire Board

Members/Investors= Whole Group of Organization

**ARTICLE I**

MEETING OF MEMBERS

The annual Meeting of the Members shall be held at a place within Defiance County as designated by the Executive Director between March 1 and April 30 of each year.

Special meetings may be held at such times and places as may be ordered by the Board of Trustees, or by a call giving the reason for such meeting, signed by at least twenty-five percent (25%) of the Members. A regular board meeting or the annual Meeting may be conducted using teleconferencing, video conference, or other professionally accepted technology, when necessary. Official business is authorized when all other requirements are met using this form of communication.

Notice signed by the President or Secretary giving the purpose and/or place of such Annual and/or Special meetings shall be given to each member by U.S. mail or Email to his/her address at least three days prior to the date of such meeting. This notice shall include a meeting agenda, order of business, and whenever possible, preliminary drafts of any Resolutions to be acted upon or documents to be approved.

**ARTICLE II**

At all meetings of the members, a quorum shall consist of one-fifth of the entire membership. A simple majority of those present is required for passage of a resolution or motion.

**ARTICLE III**

A Member may, through a written proxy, authorize another to vote in place of him/her at all Member's meetings, but the person so authorized must himself/herself be a Member, or be employed by a Member, and such proxy must be filed with the Secretary before the person authorized thereby can vote thereunder. An email proxy designation is an acceptable written proxy.

**ARTICLE IV**

BOARD OF TRUSTEES

The corporate powers, property and affairs of the CIC, subject to the limitations contained in the Ohio Revised Code, the Articles of Incorporation and this Code of Regulations, shall be exercised, conducted and controlled by the Board of Trustees, which Board shall number a minimum of nine (9) and a maximum of fifteen (15) Trustees, with forty percent (40%) of the Trustees to be composed of Mayors, members of municipal legislative authorities, members of boards of Township Trustees, member of Board of County Commissioners, or other appointed or elected officials from political subdivisions in Defiance County, Ohio, as specified in Section 1724.10 of the Ohio Revised Code. Further, each non-public official Trustee shall be a Member (or employed by a Member) of the CIC.

The election of Trustees shall take place at the Annual Meeting of the Members of the CIC, or at a Special Meeting called for that purpose, and shall be by ballot.

Each Member shall be entitled to one vote for each vacated Board position. Cumulative shall not be allowed. A mail-in ballot or professionally accepted alternate form is allowed when a teleconference meeting is needed.

The Board of Trustees shall be such as to insure that, at a minimum, forty percent (40%) of its Members are elected officials. Five (5) of these Trustees will be: A member of the Board of County Commissioners of Defiance County, Ohio; the Auditor of Defiance County, Ohio; The Mayor or his/her designated elected official of the City of Defiance; The Mayor or his/her designated elected official of the Village of Hicksville; and the President of the Defiance County Trustees Association, or an elected Defiance County Trustee or Fiscal Officer appointed by the Association President. The term of these mandated Trustees shall be one (1) year, automatically renewed for as long as they retain the position of entitlement. The remaining Trustees shall be elected at large from the C.I.C. Membership. The term of these elected Trustees shall be four (4) years. No Member may be elected to the Board for more than two (2) consecutive terms. Each elected Trustee, at the conclusion of their second full term of office, may not be considered for another term as Trustee for a period of one (1) year. An appointment to a vacant trustee seat will complete current vacancy term before election at the Annual Meeting. This time will not count towards the current two term limit for trustees.

Executive Committee

The Board of Trustees shall have a permanently standing Executive Committee, consisting of the President of the Board, the representative Trustees from the County Commissioners, City of Defiance Mayor, Defiance County Auditor, Village of Hicksville, and the Township Trustees, and two (2) additional Trustees who are not elected officials. The Executive Director will be an *ad hoc* member of the Committee when requested by the Board of Trustees. The non-elected official members of the Executive Committee shall be elected by the Board of Trustees.

The responsibilities of the Executive Committee shall be delegated by the Board of Trustees, and will include (but not necessarily be limited to) the following activities:

1. Serve as the search committee for filling the position of Executive Director when a vacancy exists. Included in the function is the negotiation of a suitable contract between the CIC and a recommended candidate, all subject to the approval of the Board of Trustees.
2. Serve as the review board for evaluating the performance of the Executive Director and any other employees as necessary.
3. To serve as the negotiating committee in any legal matters concerning the CIC, subject to approval of the Board of Trustees.
4. To negotiate, subject to the approval of the Board of Trustees, a contract with the County Commissioners to provide economic development services in Defiance County.
5. To exercise by a 2/3 majority vote, the authority of the full Board of Trustees, on matters of an emergency nature requiring action when it is not practical to call a meeting of the full Board of Trustees.
6. To prepare, with the input and assistance of the Executive Director, a preliminary budget for each fiscal year, and submit the same for approval to the full Board of Trustees.
7. To function as the Audit Committee of the Board; to recommend (subject to the approval of the full board) a Certified Public Accountant to audit the books of the Company; to ensure the timely filing of any reports required by law; and to report any finding or recommendations of the Auditors to the full Board.
8. To perform such other actions and exercises such authority as may be delegated to it by the Board of Trustees.

At least four (4) members of the Executive Committee must be present to constitute a quorum for the transaction of business.

**ARTICLE V**

MEETINGS OF THE BOARD OF TRUSTEES

Regular Meetings of the Board of Trustees shall be held at noon on the third Thursday of each month, or on such date or dates and times as the board may designate.

Special Meetings of the Board of Trustees shall be called by the Secretary and held at the request of the President, or any two (2) of the Members of the Board of Trustees

The Board of Trustees may hold its meetings at such place or places within or outside the State of Ohio, as the Board may from time to time determine.

Notice signed by the President or Secretary giving the purpose and/or place of such regular or special meetings shall be given to each Trustee by U.S. mail or Email to his/her address at least three days prior to the date of such meeting. This notice shall include a meeting agenda, order of business, and, whenever possible, preliminary drafts of any Resolutions to be acted upon or documents to be approved.

**ARTICLE VI**

QUORUM

At a meeting of the Board of Trustees, a majority the Trustees shall constitute a quorum. A simple majority of those Trustees present is required for passage of a resolution or motion. Any Trustee who is unable to attend any meeting of the Trustees, may, through a written proxy, designate another person to vote on his or her behalf on any matter which may lawfully come before the Board. In the case of Trustees who are also office holders, such proxy holder shall be another member or representative of the political subdivision or office which that Trustee represents. In the case of the Trustees who are not elected officials, such proxy holder shall himself be a member or employed by a member.

**ARTICLE VII**

OFFICERS

The executive officers of the Corporation to be elected by the Trustees at their first meeting following the Annual Meeting of the Members shall be the President, Vice President, Secretary and Treasurer. Such officers shall be elected a two (2) year term and shall serve until their successors are elected or qualified. The Trustees will elect qualified persons to complete a term of office if an opening or openings occur. If an Officer's term as a Trustee expires prior to the expiration of his/her elected term, that person can either be re-elected (as per Article IV) or his/her term as Trustee will automatically, be extended to the completion of the elected term.

The offices of Secretary and Treasurer may be held by one and the same person, or the office of Secretary may be held by a person hired to provide secretarial services for the Corporation.

The Trustees may also appoint/employ clerks and other individuals, for such time and at such salary or wages as they may determine. They may appoint or employ by contract an Executive Director who shall have general charge, supervision and have authority over all the business affairs of the Economic Development of Defiance County Office, subject to the control and direction of the Board of Trustees. Other activities of the Corporation will remain under the general charge, supervision and authority of the Board of Trustees, unless specifically designated by resolution by the Board of Trustees.

**ARTICLE VIII**

DUTIES OF PRESIDENT AND VICE PRESIDENT

It shall be the duty of the President to preside at all meetings of Members and Trustees, and in general to perform all the duties usually incident to such office or which may be delegated by the Members or Trustees.

It shall be the duty of the Vice President to perform all the duties of the President in case of the latter's absence or disability.

**ARTICLE IX**

EXECUTIVE DIRECTOR

The Executive Director will he appointed or employed by action of the Board of Trustees in accordance with the provisions of the contract with the Defiance County Commissioners. The Executive Committee will recommend a suitable person for the position to the Board after they have reached agreeable terms of a contract with the proposed candidate. A majority vote of the Board of Trustees is required to approve any employment contract.

The Executive Director shall have general charge, supervision, and authority over all of the business affairs of the Economic Development of Defiance County Office, subject to control and direction of the Board of Trustees. The Executive Director shall receive and safely keep all money and choices in action belonging to the Corporation, and distribute the same, under the direction of the Board of Trustees; shall keep an accurate account of the finances of the Corporation, and hold open all financial records for inspection and examination by the Trustees or any Committee of Members appointed for such inspection, and shall present abstracts of same at Annual Meetings; shall give bond in such sum with such security as the Board of Trustees may require for the faithful performance of his/her duties; and on the expiration of his/her contract, shall deliver all money, records, correspondence, and other property of the Corporation in his/her hands to his/her successor or to the President. Other activities of the Corporation will remain under the general charge and authority of the Board of Trustees unless specifically designated by resolution by the Board of Trustees. He/She shall submit reports of his/her activities at the Annual Meeting of Members, at each regular meeting of the Board of Trustees and at other time as requested by the President. Said Executive Director need not be a Member of the Corporation.

**ARTICLE X**

DUTIES OF SECRETARY

It shall be the duty of the Secretary to keep an accurate record of the Acts and Proceedings of the Members and Trustees, these records to be maintained in hard copy form for a minimum of seven (7) years. The Secretary shall give all notices required by law and by the Members and Trustees, keep proper hooks of account and in general perform all the duties usually pertaining to this office. On the expiration of his/her term of office or for any reason of termination of the responsibility as Secretary, he/she shall deliver all books, records, papers, and property of the Corporation in his/her hands to his/her successor or to the President. Said Secretary need not be a Member of the Corporation but may be assigned to or employed by the Corporation on mutually acceptable terms.

**ARTICLE XI**

DUTIES OF TREASURER

The Treasurer shall be responsible for supervision of the financial matters of the Corporation, as performed by the Executive Director, and shall make periodic reports to the Board as to the financial condition of the Corporation. He/she shall insure that an audit of the financial records is made on an annual or bi-annual basis by the Ohio Auditor of State, or an Ohio certified public accounting firm previously approved by the full CIC Board, according to law, and that a report of the finding of this audit be reported at the annual meeting.

**ARTICLE XII**

FEES AND DUES OF MEMBERS

To qualify as a Member, an eligible person (as defined in Article XIII) shall pay a minimum annual fee of $500.00 for Businesses and $100.00 for Individuals. There shall be no other dues or assessments on membership. The amount of this annual fee may only be changed at a Meeting of Members, provided that prior notice is given that such a change is on the meeting agenda.

Members of the Board of Trustees are eligible to be removed from the Board if they miss four (4) meetings in a year, for conviction of any felony or a misdemeanor involving dishonesty or moral turpitude, or for conduct unbecoming a Member of the Board of Trustees. Before any Trustee is so removed, the Executive Director will notify the person of the pending action, in writing, and inform him/her of his/her right to present mitigating circumstances to the remaining Board Members at the next regular Board Meeting. Removal under the provision of this article will be by majority vote of the remaining Board Members present at the meeting. Vacancies created by removal may be filled by vote of the remaining Trustees for the period until the next Annual Meeting, at which time the Members will vote to fill the vacancy for the remainder of the original term.

The specifically mandated Members of the Board (as outlined in paragraph 3 of article IV) are not subject to removal under this provision.

The Secretary of the CIC shall keep a membership book containing the name and address of each Member and the date of admission to membership. individuals or legal entities that contribute an amount equal to or larger than the annual dues, qualify for a membership in the CIC. The entity may designate a representative meeting the qualifications under Article XII. All such memberships are for one year and are renewed upon payment of dues or contribution.

**ARTICLE XIII**

QUALIFICATION AND ELECTION OF MEMBERS

Any resident of Defiance County, or an individual employed by a company doing business in Defiance County or any business or individual with interest in promoting Defiance County shall be eligible to become a Member of the CIC.

**ARTICLE XIV**

INDEMNIFICATION

Each person who at any time is or shall have been a Trustee, Officer, employee, agent, or volunteer of the CIC, or is or shall have been serving at the request of the CIC as a Director, Trustee, Officer, employee, agent or volunteer of another corporation, partnership, joint venture, trust or other enterprise, and his/her heirs, executors and administrators, shall be indemnified by the CIC arising out of any and all loss or expense whatsoever, including costs of defense and attorney fees, any claim for personal injury or death, property damage, breach of fiduciary responsibility, and all other claims of every kind, nature and description arising out of any act or omission, made in good faith while acting in such capacity, to the full extent permitted by Ohio Law. The foregoing right of indemnification shall not be deemed exclusive of other rights to which any Trustee, Officer, employee, agent, volunteer, or other person may be entitled in any capacity as a matter of law or under any regulation, agreement, vote of Trustees or otherwise. If authorized by the Board of Trustees, the CIC may purchase and maintain insurance against liability on behalf of any such person to the full extent permitted by law in effect at the time of adoption of this Regulation or as changed from time to time.

**ARTICLE XVI**

REGULATIONS AMENDED, ETC.

These Regulations may be repealed, amended, or changed by the assent thereto in writing of two-thirds (2/3) of the Members, or by a majority vote of the Members at a meeting held for the purpose, notice of which has been given as provided in Article.