

**AMENDED AND RESTATED**  
**CODE OF REGULATIONS**  
**OF**  
**CUYAHOGA COUNTY CONVENTION**  
**FACILITIES DEVELOPMENT CORPORATION**

**ARTICLE I**  
**MEMBERS**

The Corporation shall have no Members, and the Directors shall, for the purposes of any statute or rule of law relating to corporations, be taken to be the Members of the Corporation, and they shall have all the rights and privileges of Members, as provided in Section 1702.14 of the Ohio Revised Code.

**ARTICLE II**  
**DIRECTORS**

**Section 1. Authority and Duties.** The Board of Directors shall have general supervision and charge of the property, affairs, and finances of the Corporation. Without limiting the generality of the foregoing, the Board of Directors shall elect the officers of the Board of the Corporation.

**Section 2. Number, Term of Office, Election, Qualifications, and Removal of Directors.** The number of Directors shall be fixed from time to time by the Board of Directors and shall be no less than five (5) and no more than nine (9).

Unless otherwise determined by the vote or consent of a majority of the full number of Directors, which majority shall include a majority of all those Directors of the Corporation who are appointed or selected by the Cuyahoga County Executive and/or the Cuyahoga County Council President, there shall be 4 classes of Directors as follows:

- (a) County Executive Appointed Directors, consisting of Director Seat 1 and Director Seat 2, each of which shall be filled by an individual selected by the Cuyahoga County Executive;
- (b) County Council President Appointed Directors, consisting of Director Seat 3 and Director Seat 4, each of which shall be filled by an individual selected by the Cuyahoga County Council President;
- (c) Jointly Appointed Directors, consisting of Director Seat 5 and Director Seat 6, each of which shall be filled by an individual jointly selected by the Cuyahoga County Executive and the Cuyahoga County Council President; and

- (d) Public Appointed Director, consisting of Director Seat 7, which shall be filled by an individual jointly selected by the Convention and Visitors Bureau of Greater Cleveland, Inc., an Ohio nonprofit corporation doing business as "Positively Cleveland," and the Greater Cleveland Partnership, an Ohio nonprofit corporation functioning as the Greater Cleveland Chamber of Commerce.

Notwithstanding any provision herein to the contrary, at all times at least a majority of the full number of Directors must be comprised of individuals who are appointed or selected by the Cuyahoga County Executive and/or the Cuyahoga County Council President. For purposes of this Amended and Restated Code of Regulations, actions hereunder by the Cuyahoga County Executive and the Cuyahoga County Council President, including the appointment or selection of the Corporation's Directors, shall not require the concurrence or approval of the Cuyahoga County Council.

The terms of the Directors shall be staggered so that approximately one-third (1/3) of the full number of Directors is selected each year. Directors shall serve for three (3) year terms and until their successors are appointed and qualify, except that the initial terms of the specific Director seats shall be as follows:

Director Seat 1	3 years;
Director Seat 2	1 year;
Director Seat 3	3 years;
Director Seat 4	1 year;
Director Seat 5	2 years;
Director Seat 6	2 years; and
Director Seat 7	3 years.

No individual shall be eligible for re-election as a Director following the completion of three (3) consecutive three (3) year terms; provided that after a lapse of at least one (1) year following completion of three (3) consecutive three (3) year terms such individual may again be eligible for selection as a Director without regard to prior service as such. Partial terms of less than three (3) years and terms served before the adoption date of this Amended and Restated Code of Regulations shall not be taken into account for purposes of calculating the number of consecutive terms a Director has served.

Any Director at any time may be removed from office without cause or for any cause deemed sufficient by the vote of a majority of the full number of Directors (excluding the Director whose removal is proposed). Vacancies on the Board of Directors caused by death, resignation, removal from office, or any other cause other than the expiration of a term shall be filled for the unexpired portion of the three (3) year term; provided, however, that any vacancy in a Director position shall be filled by the appointing authority(ies) originally selecting the Director for the position that becomes vacant.

**Section 3. Annual Organization Meeting.** The annual organization meeting of the Board of Directors shall take place at such time and on such date each year as the Board of Directors or the President shall determine, at such place within or without the State of Ohio as

the Board of Directors or the President shall determine. The purpose of the annual organization meeting shall be to elect the President and other officers of the Corporation, to receive the reports of officers and committees of the Board of Directors, if any, and to transact such other business as may properly come before the meeting.

**Section 4. Regular Meetings.** Regular meetings of the Board of Directors shall be held on such dates, at such times, and at such places within or without the State of Ohio as the Board of Directors or the President shall determine. The purposes of regular meetings of the Board of Directors shall be to consider and act upon any matters which are proper subjects for action by the Board of Directors.

**Section 5. Special Meetings.** The President or a majority of the full number of Directors may call a special meeting of the Board of Directors, to be held at any time at such place within or without the State of Ohio as the President or the Directors calling the meeting shall determine. A special meeting may be held for any purpose that would be a proper purpose of a regular meeting.

**Section 6. Notice of Meetings.** Not less than seven (7) days before the date fixed for an annual organization or regular meeting of Directors, or two (2) days in the case of a special meeting, written notice stating the date, time, place, and, in the case of a special meeting, the purposes of the meeting shall be given by or at the direction of the President or the Directors calling the meeting. The notice shall be given by electronic mail transmission, telefacsimile, personal delivery, or mail using the Directors' respective electronic mail addresses, telefacsimile numbers, or addresses as they appear on the records of the Corporation; provided, however, that notice by electronic mail transmission shall not be effective unless the sender of such transmission (a) retains a hard copy of such transmission and (b) receives or obtains confirmation of the receipt of such transmission by the intended recipient.

**Section 7. Quorum.** A majority of the full number of Directors shall constitute a quorum for the transaction of business at any such meeting; provided, however, that no action required by law or by the Articles of Incorporation or this Code of Regulations to be authorized or taken by a designated proportion or number of Directors may be authorized or taken by a lesser proportion or number.

**Section 8. Conducts of Meetings and Operations.** The Corporation shall conduct the meetings of its Board of Directors and any committee of the Board in a manner that closely corresponds to Cuyahoga County Code, Chapter 105, solely as it relates to open meetings requirements, except that Board members or Board committee members may attend and participate in such meetings by electronic means, in accordance with Section 12 of this Article II, in any duly called Board or Board committee meeting properly noticed for a designated time and place. The Corporation shall operate in a manner that closely corresponds to Cuyahoga County Code, Chapter 106, solely as it relates to public records requirements. The term "closely corresponds" recognizes that the Corporation is not a governmental entity and is intended to provide the Corporation with flexibility in dealing with matters of open meetings and public records; it shall not be interpreted to mean that allowing the Corporation's Directors to participate in meetings of the Board and any committee of the Board by electronic means is the only manner in which the Corporation may deviate from adherence to Cuyahoga County Code Chapters 105 and 106.

Section 9. Voting Rights of Directors. Each Director shall be entitled to one (1) vote upon any matter properly submitted to the Directors for their vote and no Director shall have veto power. Notwithstanding any provision of the Ohio Nonprofit Corporation Law now or hereafter in force requiring the vote or consent of the Directors of the Corporation for the authorization or taking of any action, such action may be authorized or taken only by the vote or consent of a majority of the Directors present at a meeting at which a quorum is present unless otherwise expressly required by law, the Articles of Incorporation, or this Code of Regulations; provided, however, that the following actions shall require the vote or consent of a majority of the full number of Directors of the Corporation, which majority shall include a majority of all those Directors of the Corporation who are appointed or selected by the Cuyahoga County Executive and/or the Cuyahoga County Council President:

- (a) Merger with another entity;
- (b) Sale, transfer, or other disposition of substantially all the assets of the Corporation;
- (c) Disposition of assets of the Corporation with a value greater than fifty percent (50%) of the fair market value of the Corporation's net assets, over a period of thirty-six (36) months or less, in a transaction or series of transactions outside the ordinary course of the Corporation's business or not in accordance with the purposes for which the Corporation was organized;
- (d) Amendment of this Code of Regulations or the Corporation's Articles of Incorporation or the adoption of Amended and Restated Code of Regulations for the Corporation or Amended and Restated Articles of Incorporation for the Corporation;
- (e) A change in any of the number of Directors, the classes of Directors, the number of Directors in each class, or the appointing authority of any Director;
- (f) The selection and the termination of the Corporation's chief paid manager; and
- (g) The termination of the Facilities Manager as defined in the Corporation's Articles of Incorporation and/or the selection of any replacement Facilities Manager.

Section 10. Waiver of Notice. Notice of the time, place, and purposes of any meeting of the Board of Directors may be waived in writing either before or after the holding of the meeting. The attendance of any Director at any meeting (or participation at a meeting held through the use of telephone or other communications equipment) without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the Director of notice of the meeting.

Section 11. Action Without a Meeting. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting

with the affirmative vote and approval of, and in a writing or writings signed by, all of the Directors, which writing or writings shall be filed with or entered upon the records of the Corporation.

Section 12. Meeting by Means of Communications Equipment. A meeting of the Directors may be held through the use of any telephone or other communications equipment if all Directors participating can hear each other so long as at least one member of the Board of Directors is physically present at such meeting. Participation in a meeting pursuant to this Section 12 of Article II shall constitute presence at such meeting.

Section 13. Definitions. For purposes of these Amended and Restated Code of Regulations, the phrase "full number of Directors" means the number of Directors then in office at the time of the vote or Board action and shall not include Director seats that are authorized and unfilled or vacant.

### ARTICLE III COMMITTEES

Section 1. Formation of Committees; Power of Committees. The Board of Directors from time to time may elect or appoint committees comprised of a portion of its members; provided, however, that, subject to Article III, Section 3, at all times at least two committee members shall be Directors of the Corporation appointed or selected by the Cuyahoga County Executive and/or the Cuyahoga County Council President. The committees shall serve at the pleasure of the Board of Directors and shall have such authority and perform such duties as from time to time may be determined by the Board of Directors. Unless otherwise determined by the Board of Directors, any committee of the Board of Directors may act by a majority of its members, and any act or authorization of any act by a committee of the Board of Directors within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Board of Directors.

Section 2. Action without a Meeting. Any action which may be authorized or taken at a meeting of any committee of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, all of the members of the committee, which writing or writings shall be filed with or entered upon the records of the Corporation.

Section 3. Executive Committee. Unless otherwise determined by the Board of Directors, the Board shall form an Executive Committee comprised of the President and such other Directors as the Board shall determine; provided, however, that at all times, at least a majority of the Executive Committee members shall be Directors who are appointed or selected by the Cuyahoga County Executive and/or the Cuyahoga County Council President and provided further that the Executive Committee shall have an equal number of Directors appointed solely by the Cuyahoga County Executive and solely by the Cuyahoga County Council President. The Executive Committee shall act in the intervals between meetings of the Board of Directors and, except to the extent determined otherwise by the Board of Directors, shall have all authority of the Board of Directors except the authority to approve those actions described in Article II, Sections 9(a) through 9(g). The Executive Committee shall cause to be kept full and complete records of all meetings and actions, which shall be reported to, and open to inspection by, the Board of Directors.

Section 4. Advisory Committees. The Board of Directors from time to time may appoint committees to review, study, and advise the Board on various matters. Such Advisory Committees may include as members individuals who are not Directors; provided, however, Advisory Committees with members other than Directors of the Corporation shall not be permitted to act for the Board of Directors, and the acts of such Advisory Committees shall not be considered as acts of the Board of Directors.

#### ARTICLE IV OFFICERS OF THE BOARD AND CHIEF PAID MANAGER

Section 1. Election and Designation of Officers. The Board of Directors shall elect a President, a Secretary, and a Treasurer, and may elect a Vice President and such other officers of the Board as the Board of Directors may deem necessary or desirable. Any two (2) or more offices may be held by the same person, but no officer of the Board shall execute, acknowledge, or verify any instrument in more than one capacity, if the instrument is required to be executed, acknowledged, or verified by two (2) or more officers. The President, Secretary, Treasurer, and any Vice President each shall be a Director.

Section 2. Term of Office; Vacancies. The officers of the Board shall hold office until the next annual organization meeting of the Board of Directors and until their successors are elected, except in case of resignation, removal from office, or death. The Board of Directors may remove any officer of the Board at any time with or without cause by a majority vote of the full number of Directors. Any vacancy in any Board officer position may be filled by the Board of Directors.

Section 3. President. The President shall preside at all meetings of the Board of Directors. Subject to the direction of the Board, the President shall have general supervision over the affairs of the Corporation. The President may execute all authorized deeds, mortgages, contracts, and other obligations in the name of the Corporation and shall have such other authority and shall perform such other duties as may be determined by the Board of Directors. The President shall be a Director of the Corporation.

Section 4. Vice President. The Vice President, if any, shall act for the President in the President's absence and shall have such authority and perform such duties as may be determined by the Board of Directors. The Vice President, if any, shall be a Director.

Section 5. Secretary. The Secretary shall keep or cause to be kept the minutes of meetings of the Board of Directors. The Secretary shall keep or cause to be kept such books as may be required by the Board of Directors, shall give notices of the meetings of the Board of Directors required by law, by this Code of Regulations, or otherwise, and shall have such authority and shall perform such other duties as may be determined by the Board of Directors. The Secretary shall be a Director.

Section 6. Treasurer. The Treasurer shall cause to be kept, under the Treasurer's supervision, accurate financial accounts and shall hold the same open for inspection and examination by the Directors, shall prepare or cause to be prepared a full report concerning the finances of the Corporation to be presented at each annual organization meeting of the Board of Directors, and shall prepare or cause to be prepared an accounting of the Corporation's

finances to be supplied to Cuyahoga County, Ohio, pursuant to the form and procedures therefor agreed to between the Corporation and Cuyahoga, County. The Treasurer shall be a Director.

**Section 7. Other Officers.** The other officers of the Board, if any, whom the Board of Directors may elect shall have such authority and perform such duties as may be determined by the Board of Directors.

**Section 8. Delegation of Authority and Duties.** The Board of Directors is authorized to delegate the authority and duties of any officer of the Board to any other officer of the Board and generally to control the action of the officers of the Board and to require the performance of duties in addition to those mentioned herein.

**Section 9. Chief Paid Manager.** In accordance with Article II, Section 9, the Board may select a chief paid manager to run the Corporation's affairs and conduct such other activities for and on behalf of the Corporation as the Board shall determine. The Corporation's chief paid manager shall be referred to as the Corporation's executive director or such other title as the Board shall determine.

## **ARTICLE V LIMITATION OF LIABILITY IN DAMAGES AND INDEMNIFICATION**

**Section 1. Limitation of Liability in Damages of a Director.** Other than in connection with an action or suit in which the only liability asserted against a Director is for voting for or assenting to a statutorily proscribed assets distribution or loan (a "Statutorily Proscribed Act"), a Director of the Corporation shall be liable in damages for any action he takes or fails to take as a Director only if it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission either undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation.

**Section 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 is or was a Director 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 in connection with the action, suit, or proceeding, unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his 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 that, with respect to any criminal action or proceeding, he had reasonable cause to believe his conduct was unlawful; the termination of any action, suit, or proceeding by judgment, order,

settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, constitute such proof.

**Section 3. Derivative Action Indemnification.** Other than in connection with an action or suit in which the liability of a Director for voting or assenting to a Statutorily Proscribed Act is the only liability asserted, 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 is or was a Director 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 in connection with the defense or settlement of the action or suit unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his 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, except that the Corporation shall indemnify him to the extent the court in which the action or suit was brought determines upon application that, despite the proof but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**Section 4. Determinations of Indemnification Rights.** Any indemnification under Section 2 or Section 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 director, trustee, or officer is proper in the circumstances. The determination shall be made (a) by a majority vote of those Directors who in number constitute a quorum of the Directors 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 Directors 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. Advances of Expenses.** Unless the action, suit, or proceeding is one in which the liability of a Director for voting for or assenting to a Statutorily Proscribed Act is the only liability asserted, expenses (including attorneys' fees) incurred by the Director or officer of the Corporation in defending any action, suit, or proceeding referred to in Section 2 or 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 Director or officer in which he agrees both (a) to repay the amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his 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 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 Director, 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 and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this Article V or of the Ohio Nonprofit Corporation Law. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

Section 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 director, 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, this Code of Regulations, any agreement, or any insurance purchased by the Corporation, or pursuant to any vote of the disinterested Directors, or by reason of any action by the Board of Directors to take into account amendments to the Ohio Nonprofit Corporation Law that expand the authority of the Corporation to indemnify a director, trustee, or officer of the Corporation, or otherwise, both as to action in his official capacity and as to action in another capacity while holding an office or position:

Section 8. No Mandatory Indemnification of Volunteers. Section 1702.12(E)(5) of the Ohio Nonprofit Corporation Law 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 Nonprofit Corporation Law) other than Directors 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 AMENDMENTS

This Code of Regulations of the Corporation may be amended, or new Regulations may be adopted, by action of the Directors in accordance with Section 1702.14 of the Ohio Revised Code (a) at a meeting of the Board of Directors held for that purpose, by the affirmative vote of a majority of the full number of Directors of the Corporation, which majority shall include a majority of all those Directors of the Corporation who are appointed or selected by the Cuyahoga County Executive and/or the Cuyahoga County Council President or (b) without a meeting, by the written consent of all the Directors.

## ARTICLE VII FISCAL YEAR

The fiscal year of the Corporation shall end on such date as may be fixed from time to time by the Board of Directors.