

**BYLAWS**  
**OF THE**  
**PRINCETON EDUCATION FOUNDATION, INC.**

APRIL 22, 2015

**BYLAWS COMMITTEE ACTIONS**

**REVIEW DATES:** JULY 22, 2015  
AUGUST 03, 2015  
OCTOBER 19, 2015  
MARCH 14, 2016  
APRIL 18, 2016  
JUNE 20, 2016  
JULY 10, 2023

**BOARD OF TRUSTEE'S ACTIONS:**

**REVIEW DATES:** JULY 10, 2023  
**APPROVAL DATE:** JULY 10, 2023  
**EFFECTIVE DATE:** JULY 10, 2023

**BYLAWS OF THE  
PRINCETON EDUCATION FOUNDATION**

These Bylaws govern the affairs of the Princeton Education Foundation (the “Foundation”), a nonprofit corporation organized under the State of Ohio Non-Profit Corporation Act and certification of incorporation issued August 10, 2009. The name of the Foundation, its corporate purpose and the terms of its existence are set forth in the Articles of Incorporation filed with the Secretary of State of Ohio, as reflected in the mission, vision, purpose statements as adopted by the Board of Directors as the same may from time to time be amended in accordance with governing laws and Article XIII. These Bylaws are subject to the provisions of the Articles of Incorporation.

**ARTICLE I  
FOUNDATION OFFICES**

**Section 1.01 Registered Offices.** The registered office of the Foundation is located in State of Ohio primarily in the Princeton City School District as set forth in the Articles of Incorporation, or in a resolution of the Trustees as filed with the Secretary of State changing the registered office.

**Section 1.02 Other Offices.** The Foundation may have such other offices, within the State of Ohio, as the Trustees shall from time to time determine.

**ARTICLE II  
BOARD OF TRUSTEES**

**Section 2.01 Members.** The Foundation shall have no members. All Foundation actions shall be approved by the Board of Trustees as provided in these Bylaws.

**Section 2.02 General Powers.** The property, governing affairs and business decisions of the Foundation shall be managed by the Trustees and officers within the scope of the fiduciary relationship vested in such individuals as established under Article VI.

**Section 2.03 Number and Selection.** The number of Trustees shall be at least seven (7) however; the number of voting Trustees may be increased or decreased to any odd number, to no more than 21 members. Trustees to serve until the first annual meeting shall include those initial Trustees named in the Articles of Incorporation. Thereafter, all Trustees shall be selected in accordance with the election process established in this Article. In addition, the Superintendent of the Princeton City School District and no more than (2) Princeton School Board Member(s) as recommended by the Superintendent shall serve as ex officio non-voting members of the Board of Trustees.

**Section 2.04 Terms of Board Representation.** Each Trustee shall hold office until the annual meeting three (3) years following his or her election and until a successor is elected, or until resignation as recognized under Section 2.07, or until he or she is removed in accordance with Section 2.15 of this Article. The Superintendent of the Princeton City School District and the Princeton School Board representative(s) shall serve as ex officio members until his or her designated position with the Princeton City School District is changed. In an effort to establish staggered terms of the Board of Trustees, the initial appointed Trustees shall determine among the group that approximately forty percent (40%) of the appointed Trustees' terms shall expire within the first three (3) years.

**Section 2.05 Qualifications.** Qualifications of those individuals desiring to become Trustees or officers of the Foundation shall support the mission, vision and purpose of the Foundation, specifically the fundraising mission; have a passion for the Princeton City School District; possess a strong desire to enhance and enrich the learning experiences of students; desire to foster and encourage teachers within the Princeton City School District, and are individuals dedicated to impacting the community. Any Princeton current employees, trustees, contractors, or agent may serve as voting trustee. Such individuals shall make up no more than 33% of the Foundation membership. Each trustee shall support the Foundation through personal

and financial commitments provided through individual contributions, seeking corporate donations and sponsorships or participating as a volunteer at Foundation programs, events or activities. At a minimum each Trustee's or officer's and ex-officio's annual financial contributions shall be a sum total of \$200.00 to be given at the Annual meeting to be held in August or September of each year. The equivalent amount can be given through fundraising contributions through the year.

As part of the consideration process, nominated trustees must submit to a background check. Based on the results of the background check, the Foundation may refuse or limit (i) the participation of any nominee, in Foundation activities or records.

**Section 2.06 Resignation.** Any Trustee may resign at any time by giving written notice to the President of the Foundation. The resignation of any Trustee shall take effect at the time specified therein.

**Section 2.07 Vacancies.** Any vacancy in the position of Trustee caused by death, resignation, disqualification, removal, or any other cause, shall be filled by a majority vote of the Board of Trustees. The Trustee so elected shall hold office for the remaining term of the directorship.

**Section 2.08 Place of Meeting.** The Board of Trustees may hold its meetings as such place or places within the Princeton City School District, as it may choose. The meeting schedule shall be established by the body at the Annual meeting to be scheduled in August or September of each year. Any changes to the meeting schedule, will be only in the event of a significant school district conflict, notice shall be provided to the trustees five (5) days in advance via email.

**Section 2.09 Annual Meeting.** As soon as practical the annual meeting of the Foundation shall be held for the purpose of initial appointment of Trustees, election of officers, perform those duties as may be imposed upon the Foundation, conduct any necessary business or transactions before the Foundation, and adopt any pending resolutions or matters before the Board. Notice of the annual meeting shall be given by the Corresponding Secretary in accordance with Article XI.

**Section 2.10 Regular Meetings.** Regular meetings of the Trustees shall be held at such time and place, within the Princeton City School District, as established by the Board by resolution

adopted by a majority of the Trustees. Notice of regular meetings shall be given by the Secretary in accordance with Article XI.

**Section 2.11 Special Meetings Notice.** Special meetings of the Trustees shall be held when called by the President or by at least twenty-five percent (25%) of the Trustees. Notice of each such special meeting shall be transmitted to each Trustee, at least five (5) days before the date on which the meeting is to be held. Notice of the special meeting shall be given by the Secretary in a manner consistent with Article XI.

**Section 2.12 Quorum and Manner of Action.** A minimum of fifty percent (51%) of the Trustees must be present to constitute a quorum for the transaction of business at any meeting and the act of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Foundation. In the event of a tie amongst the Trustees, the President shall cast the deciding vote.

**Section 2.13 Meeting Attendance.** It is the policy of the Foundation to require attendance at all Board of Trustees' meetings. In the event a Trustee misses four (4) or more meetings in any fiscal year, the Board of Trustees may, if deemed appropriate, ask for the resignation of that Trustee. If the Trustee does not resign upon request, then the removal provisions of Section 2.15 of this Article must be followed if the Board, in its discretion, decides removal is appropriate. However, it is also the policy of the Foundation to attempt to accommodate the schedules of its Trustees who demonstrate continuing interest in the affairs of the Foundation. It shall be at the discretion of the Board of Trustees to invoke this provision.

**Section 2.14 Removal of Trustees.** Any Trustee may be removed with cause at any time. Removal shall be by a vote of a 75% vote of the Trustees at a regular meeting or a special meeting of the Trustees called for this purpose. Written notice must be provided to all Trustees at least twenty (20) days prior to such meeting by the Corresponding Secretary in manner consistent with Article XI. The vacancy in the Board of Trustee caused by any such removal shall be filled in the manner specified in Section 2.08 of this Article.

## ARTICLE III OFFICERS

**Section 3.01 Number.** The officers of the Foundation shall include a President, a Vice President, a Secretary and a Treasurer and, if the Board shall so elect and such other officers as may be appointed by the Board of Trustees.

**Section 3.02 Election and Election Process.** Election of an officer shall not, of itself, create contract rights. The Nominating Committee, as established under Article V., shall provide each Trustee with a list of proposed officers not less than thirty (30) days prior to the annual meeting. The list of the proposed officers shall be presented for vote at the annual meeting. The election of such officer shall be required in a manner consistent with Section 2.13 of Article II.

**Section 3.03 Terms of Office.** All officers shall be elected by the Board of Trustees, except in the case of officers appointed in accordance with the provisions of Section 3.07 of this Article. Each shall hold office for a period of two (2) years. Each officer is eligible for re-election for three (3) consecutive two (2) year terms and shall retain the designated elected office until his or her successor has been duly elected, , or until tendered resignation in accordance with Section 3.05 of this Article, or until removal decided upon by the Trustees in accordance with Section 3.06 of this Article.

**Section 3.04 Qualifications.** Officers shall be Trustees therefore; all officers must meet the qualification requirements as set forth under Section 2.05 of Article II.

**Section 3.05 Resignation.** Any officer may resign at any time by giving written notice of his or her resignation to the President of the Foundation. Any such resignation shall take effect at the time specified therein.

**Section 3.06 Removal.** Any officer elected by the Board of Trustees may be removed by the Board whenever in its judgment; the best interests of the Foundation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so

removed. Such removal process shall be similar to that procedure established under Section 2.14 of Article II.

**Section 3.07 Vacancies.** A vacancy in any office because of death, resignation, removal or any other cause shall be filled for the unexpired portion of the term of the officer in a manner consistent with Section 2.07 of Article II.

**Section 3.08 President.** The President shall assume all duties normally associated with that office. The President shall preside at all meetings of the Foundation. During the meeting, the President shall present a summary report of current Foundation events, programs, activities and summary financial accounting as prepared by the Treasurer. The President shall assure all orders and resolutions of the Board of Trustees are carried into effect. At the approval of the Board of Trustees, the President may execute and deliver in the name of the Foundation, any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Foundation, including without limitation, any instruments necessary or appropriate to undertake such causes and/or projects described in the Articles of Incorporation of the Foundation which the Foundation was organized to support. The President and Executive Committee shall appoint committees as established under Article V. The President is an authorized signer of any financial instrument. The President shall perform such other duties as may from time to time be prescribed by the Board of Trustees.

**Section 3.09 Vice President.** The Vice President shall perform those duties and responsibilities as assigned by the President and/or the Board of Trustees as created under these Bylaws. In the event of absence or disability of the President, the Vice President shall succeed to their power, duties and responsibilities as designated by the Board of Trustees. The Vice President and Executive Committee will work closely together to develop, administer and implement the strategic fundraising plan adopted on behalf of the Foundation. The Vice President shall serve in an advisory capacity to those committees established under Article V.

**Section 3.10 Secretary.** The Secretary shall develop and maintain accurate records of all proceedings of the Board of Trustees and Executive Committee. The Secretary shall maintain copies of the Articles of Incorporation, Bylaws, and Policy Manual along with any other documents

as prepared on behalf of and adopted by the Board of Trustees. The Secretary shall keep records of attendance at Board of Trustees' meetings and shall prepare such information as may be prescribed by the Board. The Secretary shall record, publish and otherwise make available the meeting notes and agenda of the meetings of the Board and Executive Committee. The Secretary or a designee shall assure information determined by the Board or President is timely posted on the foundation web site including meetings notes, agendas and notices concerning Foundation events and activities. The Secretary shall also when directed to do so, notify the Trustees and/or officers of the Executive Committee of the corresponding meetings in accordance with Article XI. The Secretary shall attend to and prepare or approve public communication on behalf of the Foundation, the Board of Trustees and Executive Committee. As may be required by law, regulation or other governmental body, the Secretary shall assist to prepare corresponding documents, reports and/or information. The secretary annually shall collect signed conflict of interest forms from all trustees and ex-officio members. The Secretary may perform such other duties as may be prescribed by the Board of Trustees or by the President and in general, shall perform all duties incidental to the office of the Secretary.

**Section 3.11 Treasurer.** The Treasurer shall have the responsibility to maintain complete and accurate accounts of all funds of the Foundation received or disbursed. The Treasurer will assure all moneys, funds, drafts and checks in the name of, and to the credit of the Foundation are deposited in such banks and depositories as the Board of Trustees, by resolution, shall designate. The Treasurer shall endorse for deposit all notes, checks and drafts received by the Foundation. The The Treasurer will provide the President and the Board of Trustees a monthly summary accounting of all the transactions, proposed expenditures and the current financial condition of the Foundation. The monthly bank statements will be received and reviewed by the Treasurer. In the event of a discrepancy, the matter will be immediately disclosed to the President and the Board of Trustees.

The Treasurer will work closely with the Board of Trustees and President to establish an annual budget for the Foundation and corresponding Investment Plan and Policy in accordance with Article IX. The Board of Trustees will review and approve the budget in accordance with Section 2.13 of Article II. In the event the budget must be modified, the Treasurer shall present the request of modification along with a reasonable explanation for the change to the President.



The Board of Trustees must review and approve the modified budget. On behalf of the Foundation, the Treasurer will assist the Board of Trustees in any external audit of the financial records that may be sought or required. The Treasurer shall perform such other duties as may be prescribed by the Board of Trustees or by the President, and in general, shall perform all duties incidental to the office of the Treasurer.

**Section 3.12 Other Officers.** The Board of Trustees, in their discretion, may consolidate such offices of Recording and Corresponding Secretaries into one (1) office in addition to allowing an officer position to be shared with another individual in the capacity as co-officers as is in the interest of the Foundation. Under this Section, the Board of Trustees may also establish other such offices and/or agents of the Board as may be deemed necessary by the Board of Trustees. At the time of such appointments, the Board of Trustees shall make the appointments in a manner consistent with Section of 3.02 of this Article. Those individuals who are appointed under this Section shall have those duties, responsibilities and terms and conditions of their appointment determined by a resolution as adopted by the Board of Trustees as governed by this Article. At the time of such appointment, the Board of Trustees will determine the voting authority of the selected officer.

## **ARTICLE IV COMMITTEES**

**Section 4.01 Executive Committee.** The Executive Committee shall be comprised of those persons who hold the offices of President, Vice President, Secretary, and Treasurer. The President shall serve as the Chair of the Executive Committee. The Vice President will serve as Vice Chair of the Executive committee. The Executive Committee shall be responsible for managing the Foundation in the ordinary course of business, employment of personnel, carrying out of the purposes of the Foundation and the performance of such other duties as may be imposed upon it or authorized by the Board of Trustees. The Executive Committee will conduct its affairs in the intervals between meetings of the Board of Trustees subject to the direction and control of the Board of Trustees in accordance with those practices established in Article II. The Executive Committee shall review the performance of the Executive Director and make recommendations to the Board of Trustees regarding the compensation structure set forth in Section 4.03 of Article IV.

The Executive Committee shall be responsible for reviewing, developing and recommending the adoption and implementation of the policies to the Board and procedures pertaining to the affairs of the Foundation. The Executive Committee shall submit an annual written detailed report covering all the programs, events and activities including a detailed financial summary report and budget recommendations to the Board of Trustees.

**Section 4.02 Nominating Committee.** The Nominating Committee is responsible for making nominations to the Board of Trustees for elective offices and for vacancies in the Board of Trustees. Such nominations shall not preclude the right of additional nominations being made at any meeting of the Board where an election of an officer or a Trustee is being considered. The Nominating Committee shall be composed of the Princeton City School District's Superintendent, a member of the Princeton City School Board and at least three (3) Trustees as appointed by the Board of Trustees. Every effort will be made to have the officers of the Foundation to be representative of the district served.

**Section 4.03 Standing and Special Committees.** The Board of Trustees may establish such standing and special committees as determined are necessary to promote the Foundation’s mission, vision, and purpose as well as to carry forth its work as deemed appropriate. The Board of Trustees shall establish such committees’ membership, scope of authority, duties and responsibilities, and term period.

**ARTICLE VI**  
**FIDUCIARY RESPONSIBILITY**  
**FINANCIAL RESPONSIBILITY**

It is the policy of this Foundation that the Board of Trustees assumes their fiduciary responsibility with respect to proper management of all funds, aligned investment strategies, and other assets held or administered by this Foundation. It is the policy of this Foundation to assure that no funds, whether title thereto is vested in the Foundation or is vested in a trust for the benefit of the Foundation, are not invested or reinvested in such a manner as to jeopardize the carrying out of any purpose for which the Foundation was established.

It is the policy of this Foundation, through its Board of Trustees, the Trustees shall exercise “expenditure responsibility” as defined in Section 4945(h) (1), (2) and (3) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended, with respect to all distributions.

It is the policy of this Foundation not to engage in any act which would constitute “self-dealing” as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended.

**ARTICLE V**  
**CONFLICT OF INTEREST**

**Section 5.01 Conflict of Interest.** It is the policy of this Foundation to require that all actual or potential conflicts be fully disclosed and promptly discussed before the Board of Trustees

and all other necessary parties. Any Trustee having a conflict on any matter shall neither participate in the deliberation nor vote on any such matter. The Board of Trustees may from time to time, establish such rules and regulations in furtherance of this policy, as deemed appropriate. No Trustee or officer of the Foundation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Foundation.

**Section 5.02 Conflict of Interest Policy.** As attached to these Bylaws (Attachment A), a Conflict of Interest Policy is adopted as and is reflective of the policy of this Foundation. All Trustees, officers and employees shall adhere strictly to the principals set forth therein. Each Trustee, officer and employee shall be provided with and shall execute a copy annually.

Failure to abide by this Article and the corresponding policies will result in the removal of the Trustee in accordance with Section 2.15 of Article II.

**ARTICLE VI**  
**POLICIES WITH RESPECT TO TRANSACTIONS**  
**DISTRIBUTION OF PRINCIPAL**  
**AND RELATED INVESTMENT RESPONSIBILITIES**

**Section 6.01 Gifts, Contributions and Donations.** The Board of Trustees may accept on behalf of the Foundation any donation, contribution, gifts, bequest or devise for the general purpose or for a specific purpose of the Foundation in accordance with these Bylaws, the Articles of Incorporation, state or federal law, and any requirements for maintaining the Foundation's federal and state tax exempted status.

**Section 6.02 Nonprofit Operation.** The Foundation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Foundation will be distributed to its Trustees or officers.

**Section 6.03 Distribution Policy.** It is the policy of this Foundation to make such distributions in support of the educational programs, events, activities and projects that are

aligned with the mission, vision, purposes, and governing philosophy of the Foundation as established under the Articles of Incorporation. Such distributions shall be made in a manner consistent with the Investment Plan and Policy as adopted by the Board of Trustees in accordance with Article IX.

**Section 6.04 Distributions.** The Board of Trustees shall have the authority to make distributions for those purposes identified in Section 6.03 of this Article through scholarships, grants, reimbursements for such approved programs including equipment and other such related costs or expenditures and any necessary amounts paid to acquire an asset used (or held for use) directly in carrying out its purposes, in an amount determined by the Board of Trustees to be appropriated not to exceed 75% of the total assets of the Foundation. Specific distribution parameters will be set forth in the governing Investment Plan and Policy as adopted and annually reviewed by the Board of Trustees in accordance with Article IX. In any such distribution of funds, no discrimination shall be made on account of the age, sex, color religious affiliation, disability or national origin of the individuals or programs to be benefited thereby.

**Section 6.05 Investment Responsibilities.** In the interest of the Foundation, the Board of Trustees shall have the right to retain all or any part of any funds, securities, or real or personal property acquired by it in whatever manner, and to invest, reinvest, sell or exchange any such property held by it, according to the judgment and authorization of the Board of Trustees without being restricted to the class of investments which may hereafter be permitted by law, as is consistent with the Investment Plan and Policy as developed and adopted by the Board in accordance with Article IX; or any similar restriction established by the Board; provided, however, that no action shall be taken by or on behalf of the Foundation and no action shall be forborne if such action or such forbearance is a prohibited transaction; outside the scope of the intended purpose of the Foundation or adopted investment plan or policy; or would result in either imposition of penalty, excise taxes; or the denial of the tax exemption status as recognized under the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

**ARTICLE VII**  
**INVESTMENT PLAN AND POLICY**  
**FISCAL AGENTS**  
**AND INVESTMENT ADVISORS**

The investment objectives of the Board of Trustees shall be to establish a plan and policy for guiding the investment of funds in a manner that best allows the Foundation to support and meet those objectives set forth above under Article of Incorporation and corresponding adopted mission, goals and purposes in enhancing and enriching the quality of education in the Princeton City School District. The Investment Plan and Policy will allow the Foundation to accumulate funds in high quality investment vehicles; will allow the Foundation to accomplish its purposes without a loss in reduced assets or premature liquidation; and, will allow the Foundation to earn an income at an acceptable rate of return as a method of sustaining the Foundation and its established purposes. The adopted Investment Plan and Policy shall be adopted by the Board of Trustees in accordance with Section 2.12 of Article II and reviewed annually.

In pursuit of such efforts, the Board of Trustees may designate such fiscal agents, investment advisors and custodians as the Board of Trustees may select for those financial services by resolution. In accordance with the Board's fiduciary responsibility to the Foundation, such retention of services shall be consistent with the Investment Plan and Policy as adopted by the Board that is in alignment with the mission, vision and purpose of the Foundation. The Board of Trustees may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

**ARTICLE VIII**  
**INDEMNIFICATION AND INSURANCE**

**Section 8.01 Indemnification and Representation.** The Foundation will indemnify and provide for the defense of any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, administrative or investigative (other than an action by or in the right of the Foundation) as a result of his or her alleged wrongful actions, errors or omissions within the scope of his or her official capacity for the

Foundation as a Trustee, officer, employee, agent, or volunteer of the Foundation, as a claims made assertion, to the full extent permitted under the laws in the State of Ohio.

**Section8.02 Insurance.** The Foundation will obtain and maintain insurance on behalf of any person who is or was a Trustee, officer, agent, or employee of the Foundation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify such persons against such liability under Section7.01 of this Article.

## **ARTICLE IX**

### **NOTICE**

Whenever any notice is required to be given by these Bylaws or any of the corporate laws of the State of Ohio, such notice shall be provided by the Secretary on behalf of the Foundation, Notice must be in writing and include information regarding the date, time, location and purpose of such meeting of the Trustees or Executive Committee. This notice is to be given to each Trustee or each officer either by wire, email transmission, US Postal Service or in person at least five (5) days prior to the meeting unless otherwise specified in the appropriate Articles of these Bylaws. Meeting notices may also include prior meeting notes, agendas and any other information determined necessary for the meeting.

## **ARTICLE X**

### **FOUNDATION BOOKS OR RECORDS**

### **FINANCIAL AUDIT AND FISCAL YEAR**

**Section10.01 Books and Records.** The Board of Trustees of the Foundation shall cause to be kept:

- (a) records of all proceedings of the Board of Trustees, Executive Committee and other established committees thereof;

- (b) all financial statements of the Foundation;
- (c) Articles of Incorporation, Bylaws, Policy Manuals, resolutions, policies and procedures of this Foundation and all amendments adopted thereto; and
- (d) Such other records and books of account as shall be necessary and appropriate to conduct the business affairs of the Foundation.

**Section 10.02 Audit, Record Reconciliation and Publication.** The Board of Trustees shall cause the records and books of account of the Foundation to be reviewed bi-annually in a manner consistent with Article VI.

**Section 10.03 Request for Review of Books and/or Records of Foundation.** As recognized under the laws and regulations as adopted by the State of Ohio to govern said records requests made by a member of the public to a private non-profit organization will be addressed under the corresponding policies and procedures adopted by the Board of Trustees as set forth under the Foundation Policy Manual. This section does not address those requests made by a governmental body or entity under its corresponding legal authority as established under law to require such production of records and/or documents. Such requests will be address by the Board of Trustees in a manner consistent with its Fiduciary Responsibility established under Article VI and the governing laws and regulations.

**Section 10.04 Fiscal Year.** The fiscal year of the Foundation shall begin on January 1 and end on December 31 of each year.

## **ARTICLE XI AMENDMENTS**

The Board of Trustees may amend the Foundation's Articles of Incorporation and these Bylaws to reflect change, modification or omission of any provision which could be lawfully included, changed or omitted. Any number of amendments, or an entire revision or restatement



of the Articles of Incorporation or Bylaws, may be adopted by a fifty-one percent (51%) vote by the Board of Trustees.

**ARTICLE XII**  
**MISCELLANEOUS PROVISIONS**

**Section12.01 Governing Law.** These Bylaws of the Foundation shall be governed by and construed in accordance with the laws of the State of Ohio.

**Section12.02 Severability.** If any Bylaw section, article or provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other section, article or provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable section, article or provision had not been included in the Bylaws.