

**CELEBRATEONE
A NONPROFIT CORPORATION BY-LAWS**

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this Corporation is **CelebrateOne** (hereinafter referred to as the Corporation). The Corporation is organized as a non-profit corporation of the State of Ohio with its principal office in Columbus, Ohio.

ARTICLE II. MEMBERSHIP

Section 1. Membership shall consist of members of the Governing Board.

Section 2. Responsibilities

All Governing Board Members are required to participate in at least one (1) committee, must attend at least 2/3 of the Board Meetings per year, sign a conflict of interest statement, and are required to make an annual personal financial contribution to CelebrateOne.

ARTICLE III. MEMBER MEETINGS

Section 1. Regular Meetings.

The Regular meeting of the Governing Board shall be held at a time and place determined by the Governing Board or the Chairperson and stated in the notice of the meeting. A special meeting may be held for such purpose. The regular meeting may be held and conducted by telephone conference. The Governing Board shall meet no less than four (4) times per year based upon an agreed upon annual schedule.

Section 2. Special Meetings.

Special meetings of the members may be called by the Governing Board, or the Chairperson, at such times and places as they shall deem appropriate. If specified in the notice of the meeting, any Regular or Special meeting of the members, may be conducted by telephone conference.

Section 3. Board Committee Meetings.

Board Committees shall meet at minimum once per year as determined by the Committee Chair.

Section 4. Notice.

Written notice of the time and place of each meeting shall be mailed by regular U.S. mail or electronic mail to the members at least seven (7) days prior to the date of such meeting and if a special meeting is being called, the purpose thereof shall be included. Notice may be waived pursuant to the terms of Section 1702.19 of the Ohio Revised Code, as the same may from time to time be amended or superseded.

Section 5. Quorum.

A quorum for the transaction of business by the membership shall consist of the presence of a majority of the duly elected board members.

Section 6. Voting, Unanimous Action.

All action of the members shall be taken by three-fourth ($\frac{3}{4}$) vote of members present at the meeting. Unanimous action by the members may be taken in writing without a meeting pursuant to the terms of Section 1702.25 of the Ohio Revised code, as the same may from time to time be amended or superseded.

ARTICLE IV. THE GOVERNING BOARD.

Section 1. Powers.

The affairs of the Corporation shall be conducted by the Governing Board, and all powers of the Corporation, except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws, are to be exercised by the Governing Board, including the establishment of annual consolidated operating budget.

Section 2. Number and Qualifications.

The Corporation shall have no less than eight (8) and no more than twelve (12) members with eleven (11) voting roles. Our intent is that the board reflects three (3) appointed persons (two (2) mayoral and one (1) county); Three (3) corporate persons (funders, business professionals); Three (3) health affiliated persons (hospital, child, public health professionals); One (1) community member (parent, neighbor); One (1) Mayor of the City of Columbus, and One (1) executive director with non-voting rights.

All members shall serve in accordance with the Bylaws of the corporation, as adopted by the Governing Board and amended from time to time. The Governing Board is hereby authorized to elect or appoint to the Governing Board such persons as the Governing

Board sees fit. In the event that an even number of Members are appointed to the board, and a tie vote is cast in any matter requiring majority approval, the Chairperson's vote shall be treated as the tie-breaking vote.

Section 3. Elections.

Election of officers, other than vacancy appointments, shall occur as the first item of business at the first meeting of the year of the Governing Board. Officers shall be elected by a majority vote of the current Governing Board.

Section 4. Terms.

(i) Officer Terms

One (1) year terms, Secretary to Vice Chair to Chair to Past Chair. Two (2) year terms for Treasurer, non-structural rotation but person serving in this role can elect to rotate up into other officer positions.

(ii) Governing Board Member Terms

Two (2), two (2) year terms with one year off prior to joining the Governing Board again. The Corporation shall use a special one (1) term at the time of its founding to prevent entire slate ending at the same time.

Section 5. Vacancies.

In case of any vacancy among trustees the Governing Board shall designate, and by majority vote approve, his or her successor at the next Regular or Special Meeting.

Section 6. Meetings of the Governing Board.

(i) Regular Meetings.

The Governing Board shall meet regularly at such date, time, and location that shall be determined by the Governing Board. Notice of regular meetings of the Governing Board shall be provided in writing and shall be sent by regular U.S. mail or electronic mail to each Member and Officer not less than seven (7) days before the date for the meeting. If specified in the notice, any meeting of the Governing Board may be held by telephone conference.

(ii) Special Meeting

Special Meetings of the Governing Board may be called by the Chairperson, or by any other officer upon the request of not fewer than three members of the Governing Board. Notice of the time and place of such special meetings shall be sent by regular U.S. mail or electronic mail to all members of the Governing Board so that it is received at least two days prior to the date of the meeting. The notice shall specify the purpose of the special meeting. If specified in the notice, any special meeting of the Governing Board may be held by telephone conference.

Section 7. Quorum.

A quorum for the transaction of business by the Governing Board shall consist of the presence at any meeting of a majority members. At any meeting at which a quorum is present, the affirmative vote of no less than a majority of the members of the Governing Board, shall be required to constitute action by the Governing Board.

Section 8. Vote.

At all meetings of the Governing Board, each member shall be entitled to one vote.

Section 9. Proxies.

Attending or voting by proxy shall not be permitted.

Section 10. Compensation.

Members and Officers shall not receive any compensation for their services except for the Executive Director of CelebrateOne who is compensated by the City of Columbus.

Section 11. Bylaws.

The Governing Board may adopt, and from time to time amend, such Bylaws as it may deem necessary for the conduct of the business of the Governing Board, officers, and committees, subject to the limitations of law, of these Bylaws, and final approval of the membership.

Section 12. Removal.

No Officer or Member may be removed without assigning cause. An Officer may be removed with cause by a 2/3 majority vote of all remaining members to remove. As used herein, for cause shall include a conviction for any felony or crime involving moral

turpitude, or non-performance of the duties required as an Officer.

ARTICLE V. OFFICERS.

Section 1. Appointment of Officers.

The officers of the Corporation shall be appointed by the Governing Board at its First Meeting and shall consist of a Chairperson, Vice-Chairperson, Past Chair, Secretary and Treasurer, and such other officers and assistant officers as may be deemed necessary by the Governing Board. All officers shall be appointed to one (1) year terms, rotating from Secretary to Vice Chair to Chair to Past Chair. All officers shall have such authority and duties as usually pertain to their respective offices and such additional authority and duties as may be prescribed by the Governing Board. The enumeration of special powers and duties set forth below shall not be in limitation of the generality of the foregoing. All officers shall serve without compensation for their duties.

Section 2. Chairperson.

The Chairperson shall preside at all meetings of the members and the Governing Board. The Chairperson shall be a member ex-officio of all committees except the Executive Committee.

Section 3. Vice-Chairperson.

The Vice-Chairperson shall have and exercise the powers and duties of the Chairperson in the absence of the Chairperson.

Section 4. Past-Chairperson

The Past-Chairperson shall serve as an advisor to leadership and sit on an Executive Committee.

Section 5. Secretary.

The Secretary shall keep accurate minutes of all meetings of the members, of the Governing Board. He or she shall keep at the Corporation's principal place of business a record of the names and addresses of the members of the Corporation and their respective individual designees and shall be responsible for giving notice of meetings of the Members and of the Governing Board. The Secretary shall be the custodian of the records of the Corporation. The Secretary shall perform all duties commonly incident to the office and such other duties as may from time to time be assigned by the Chairperson

or the Governing Board.

Section 6. Treasurer.

The Treasurer shall oversee the maintenance of the books and records of accounts of the Corporation's transactions, to assure they are complete and correct. All books and records of the Corporation's accounts shall be the property of the Corporation. The Treasurer shall render financial reports and statements of condition of the Corporation when so requested by the Governing Board or the Chairperson. The Treasurer shall perform all duties commonly incident to the office and such other duties as may from time to time be assigned by the Chairperson or the Governing Board. The Treasurer shall have full check signing authority, amounts to be determined by the Board relative to their oversight of the annual consolidated budget. An amount to be determined will require the signature of both the Treasurer and the Chairperson or the Vice-Chairperson in the absence of the Chairperson.

Annually the Treasurer shall participate in a financial audit with an accounting firm, or sooner, should a vote of the Governing Board request it.

ARTICLE VI. COMMITTEES.

Section 1. Committees.

Committees may be appointed by the Governing Board for such purposes as circumstances may warrant.

(i) Executive Committee

Comprised of the Mayor of the City of Columbus and officers of the Governing Board of CelebrateOne

(ii) Finance/Audit Committee

The Finance/Audit Committee shall meet no less than once per year; the Committee Chair shall be determined by the Governing/Nominating Committee. After January 1, 2018, no less than two (2) members will serve on the Committee. This committee may include *ad hoc* members.

(iii) Governance/Nominating Committee

No less than two (2) members of the Governing Board, including one (1)

member of the Executive Committee shall serve on the Committee. The Committee Chair shall be determined by the Board Chair. This Committee shall meet no less than once per year.

(iv) Resource Development Committee

This Committee shall meet no less than twice per year. The Committee Chair must also serve on the Governing Board of CelebrateOne. Committee members are not required to be members of the Governing Board. Committee Membership shall not exceed ten (10) in number. The Committee shall adhere to the same policies, procedures and restrictions as the Governing Board Members.

(v) Parent Advisory Council

The Parent Advisory Council shall meet no less than twice per year. The Committee Chair must also serve on the Governing Board of CelebrateOne. Committee members are not required to be members of the Governing Board. Committee Membership shall not exceed fourteen (14) in number. The Committee shall adhere to the same policies, procedures and restrictions as the Governing Board Members.

ARTICLE VII. OPERATING PROCEDURE

Section 1. CelebrateOne Community Fund

Three (3) members of the Governing Board, as determined by the Governance/Nominating Committee, will serve as Advisors to The Columbus Foundation for the purposes of distribution and acceptance of gifts and grants made payable to the CelebrateOne Community Fund at The Columbus Foundation.

ARTICLE VIII. INDEMNIFICATION and HOLD HARMLESS.

Section 1. Right to Indemnification and Payment of Expenses.

This Corporation shall indemnify and pay the expenses of any person described in, and entitled to indemnification or payment of expenses under, the provisions of Section 1702.12(E) of the Ohio Revised Code as such section may be amended or superseded from time to time and to the full extent permitted thereby.

Section 2. Purchase of Insurance.

This Corporation may purchase and carry D & O insurance and any other relevant insurance on behalf of any such person against any liability that may be asserted against him or incurred by him in any such capacity or arising out of his status as such, regardless of whether this Corporation would have the power to indemnify him against such liability. Recourse shall be made to any such insurance prior to the satisfaction of any claim for indemnification directly from the assets of this Corporation.

Section 3. Right not Exclusive.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these bylaws, any agreement, any insurance purchased by this Corporation, vote of trustees or otherwise, and shall continue as to a person who has ceased to be a trustee, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors, and administrators of such persons; provided, however, there shall be no duplicate payments by or on behalf of this Corporation.

ARTICLE VIX. AMENDMENTS.

These bylaws may be amended either in whole or in part by the unanimous vote of the total number of Members.

ARTICLE X. DISSOLUTION.

This Corporation shall be dissolved only upon a unanimous vote of the total number of Members. In the event of any dissolution of the Corporation, all of the remaining property and assets shall be disposed of in accordance with Article IX of the Articles of Incorporation.

Bylaws Adopted _____, 2018

Chairperson of Governing Board