

BYLAWS of the WYANDOT COUNTY OFFICE OF ECONOMIC DEVELOPMENT

ARTICLE I: Name and Location

The name of the organization is the "Wyandot County Office of Economic Development (WCOED). The Board of Directors will designate a place of business within Wyandot County for the organization.

ARTICLE II: Purpose

The organization has been established to assist in the success of existing businesses, to recruit new businesses in selected industrial sectors, and to promote the industrial, commercial and economic viability of Wyandot County, Ohio and the various townships and municipalities located therein.

ARTICLE III: Membership

SECTION 1: Any individual or entity residing in, employed in, conducting business in, or representing any political subdivision in Wyandot County, possessing an interest in the purposes of the Office and having the background, education, knowledge, skill and/or understanding thereof, may upon application to the Board of Directors become members of the organization provided all qualifications for membership as established by the Board have been met.

SECTION 2: The membership benefits and fee structure for the Wyandot County Office of Economic Development consist of four levels including:

1. Platinum Level: \$2,500+ per year

- Seat on WCOED Board of Directors (Includes voting privileges)
- Featured listing on membership investors webpage (Includes brief company profile, company logo, and website link)
- Seat on WCOED Strategic Planning Committee
- Table at the annual dinner (6 tickets)
- Invitation to ribbon cutting ceremonies & new company receptions
- Committee involvement
- Election as officer eligibility
- E-newsletters
- Annual BR&E report

2. Gold Level: \$1,000+ per year

- Seat on WCOED Board of Directors (Includes voting privileges)
- Enhanced listing on membership investors web page (Includes company logo and link to website)
- Two (2) tickets to the annual dinner
- Invitation to ribbon cutting ceremonies & new company receptions
- Committee involvement
- Election as officer eligibility
- E-newsletters
- Annual BR&E report

3. Silver Level: \$500+ per year

- Listing on membership Investors web page (Includes link to website)
- Invitation to ribbon cutting ceremonies & new company receptions
- Committee involvement
- Election as officer eligibility
- E-newsletters
- Annual BR&E report

4. Bronze Level: (Ex-Officio/General Public Member) No Cost

- Committee Involvement
- Election as officer eligibility
- E-newsletters
- Annual BR&E report

SECTION 3: The membership dues for any new member joining the organization shall be calculated as a prorated amount of the desired membership level based on the number of calendar months remaining in the current year. Membership dues may also be paid on a semi-annual basis.

ARTICLE IV: Governance – Board of Directors

SECTION 1: The governance of the Wyandot County Office of Economic Development and the direction of its work and that of the Wyandot County Economic Development Executive Director shall be the responsibility of the Board of Directors.

SECTION 2: The Board of Directors shall consist of all Platinum Level and Gold Level dues paying members, current executive officers, and other individuals as appointed by the membership.

SECTION 3: The Board of Directors, in cooperation with the Wyandot County Commissioners, has the responsibility for the hiring of the Economic Development Executive Director.

SECTION 4: The Board of Directors may adopt rules for conducting the business of the Wyandot County Office of Economic Development.

SECTION 5: The Board of Directors shall form various committees (for example, Finance, Membership, Nomination) as deemed necessary for the conduct of business.

ARTICLE V: Governance - Executive Officers

SECTION 1: Executive Officers. The officers of the WCOED shall be elected by the Board of Directors and shall be a President, a Vice-President, a Past President, a Secretary, and a Treasurer. The Board of Directors may also elect or appoint any other officers deemed necessary for the conduct of business. No more than one executive officer positions shall be held by the same person during the same term. The executive officers of the corporation shall be elected annually by the board of directors in the month of December and take office in January of the follow (new) year. All executive officers are elected to one year terms with the exception of the vice-president which is a three year commitment (Vice-President, President, Past President).

SECTION 2: Tenure; Resignation; Removal. Each executive officer of the corporation shall hold office until his or her successor is elected or appointed or until his or her earlier displacement from office by resignation, removal or otherwise. Provided reelection by the Board of Directors, executive officers may serve an unlimited number of consecutive terms. Any executive officer may resign by written notice to the corporation and may be removed for cause or without cause by the board of directors. If the office of any executive officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

SECTION 3: Authority and Duties. All executive officers as between themselves and the corporation shall have such authority and perform such duties in the management of the corporation as may be provided in these bylaws, or, to the extent not so provided, as may be prescribed by the Board of Directors. When authorized, the officers of the corporation shall serve as an Executive Committee. The Executive Committee is authorized to transact the business of the Corporation between regular meetings, making decisions which cannot wait for regular Board meetings; provided, however, that the Executive Committee shall not have the authority of the Board of Directors in reference to the following matters: (a) the amendment or repeal of the Corporation's Bylaws or the adoption of new Bylaws; and (b) the fixing of compensation of any executive officers or Executive Director for the WCOED. Reports of actions taken shall be made at the next regular Board meeting.

SECTION 4: The President. The President shall be the chief executive officer of the corporation. He or she shall have general and active management of the business of the corporation. He or she shall see to it that all resolutions and orders of the Board of Directors are carried into effect, and, in connection there with, he or she shall be authorized to delegate to the other officers of the corporation such of his or her powers and duties as president at such times and in such manner as he or she may deem to be advisable. He or she shall be an ex-officio member of all standing committees; and he or she shall preside at all meetings of the Directors. Upon the expiration of the President's term of office, the President shall also serve as the Past President on the executive officers committee for the following calendar year.

SECTION 5: The Vice President. The Vice President shall assist the President in the management of the business of the Corporation and the implementation of resolutions and orders of the Board of Directors at such times and in such manner as the President or the Board of Directors deem to be advisable. The Vice President shall in the absence or disability of the President, exercise the powers and perform the duties of President, and he or she or they shall have such other powers and duties as the Board of Directors or the President may from time to time prescribe. The Vice President shall also serve as the President Elect and shall succeed to the office of President upon the expiration of the President's term of office.

SECTION 6: The Past President. In the event the executive officers convene to transact the business of the corporation making decisions which cannot wait for regular board meetings, the Past President shall participate in such meetings and serve as the tie breaker vote on any decisions that the executive officers cannot come to a consensus. He or she shall perform such other duties as from time to time may be prescribed by the Board of Directors or by the President.

SECTION 7: The Treasurer. The Treasurer shall have the care and custody of the corporate funds and other valuable effects, including securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such

depositories as may be designated by the Board of Directors. The Treasurer may disburse the funds of the Corporation in accordance with the approved budget or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at meetings or whenever they may require it, an account of all his or her transactions as treasurer and of the financial condition of the corporation.

Available funds of the Corporation shall be deposited by the Treasurer in a local, Wyandot County financial institution. Due to the funding relationship between the Corporation and the Wyandot County Board of Commissioners, certain funds will be deposited with the County of Wyandot, Ohio. The Treasurer shall monitor and replenish when necessary the funds of the Corporation that are held in accounts of Wyandot County. The Treasurer shall perform such other duties as generally are incident to the office of treasurer and as may be prescribed by the Board of Directors or by the President.

SECTION 8: The Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record the minutes of all proceedings taken at such meetings to documents evidencing corporate actions taken by written consent of the Board of Directors. He or she shall perform such other duties as generally are incident to the office of secretary and as from time to time may be prescribed by the Board of Directors or by the President. In the absence of the Secretary, the presiding officer shall appoint an individual to take minutes at meetings.

ARTICLE VI: Governance – Executive Director

The Executive Director is appointed by the Board of Directors and serves, without vote, as an ex-officio member of the Board and all Board Committees. The Executive Director is responsible for the management and day-to-day business of the Wyandot County Office of Economic Development. Responsibilities are defined in the job description.

ARTICLE VII: Meetings

SECTION 1: At least one Regular Meeting of the entire membership shall be held annually at a time and location to be specified.

SECTION 2: The Board of Directors may conduct regular and special meetings as necessary to support the business of the office.

SECTION 3: Conduct of Meetings

1. Call to Order
2. Role Call
3. Approval of minutes of previous meeting(s)
4. Old Business
5. Economic Development Coordinator Update
6. New Business
7. Adjournment

SECTION 4: Quorum and Voting. A majority of the Board of Directors shall constitute a quorum for the purpose of conducting business. Voting rights reside only with the Board of Directors with each Board member having one vote.

ARTICLE VIII: Code of Conduct

Conflict of Interest - A member shall refrain from discussing, voting on, or in any manner taking part in an action or decision of the Economic Development Board if:

1. The member has, or reasonably expects to have, a direct interest in the outcome of the action or decision, unless the effect of the action or decision on the member's interests would be no greater than its effect on other persons or property similarly situated; or
2. The member has a direct or indirect interest in any sale, lease, or contract that is the subject of the action or decision, except as expressly permitted under state laws governing such contracts.

ARTICLE IX: Amendment Procedures

Bylaws may be amended by a majority vote of those members of the Board of Directors present at any regular or special meeting.

THESE BYLAWS WERE ORIGINALLY APPROVED IN 2008 BY THE WYANDOT COUNTY OFFICE OF ECONOMIC DEVELOPMENT AT AN ORGANIZATIONAL MEETING. THEY HAVE SINCE BEEN AMENDED (1) DECREASING THE ANNUAL DUES FEE FOR PLATINUM LEVEL MEMBERS, AND (2) REVISING THE BENEFITS INCLUDED IN EACH MEMBERSHIP LEVEL THROUGH A REVISION MADE AS OF NOVEMBER 13, 2012.

THE REVISION MADE AS OF JANUARY 12, 2015 AMENDED (1) ARTICLE IV, SECTION 3 TO REMOVE REFERENCE OF THE WYANDOT COUNTY EXTENSION AGENT, AND (2) ARTICLE V, SECTION 7 TO REPLACE OHIO STATE UNIVERSITY EXTENSION WITH THE WYANDOT COUNTY BOARD OF COMMISSIONERS.

THIS IS A TRUE AND ACCURATE COPY OF THE BYLAWS FO THE WYANDOT COUNTY OFFICE OF ECONOMIC DEVELOPMENT AS ORIGINALLY ADOPTED AND AS AMENDED THROUGH JANUARY 12, 2015.