

**COMBINED CODE OF REGULATIONS
AND BYLAWS FOR THE
REGIONAL MANUFACTURING COALITION**

ARTICLE I: INTRODUCTION

These code of regulations and bylaws set forth the regulation and management of the affairs of REGIONAL MANUFACTURING COALITION (hereinafter “RMC” or “Corporation”) and its Executive Committee.

Mission Statement

The Mission Statement of the Corporation shall be, “Helping North Central Ohio manufacturers prosper through education and networking.”

Purpose

The purpose of this Corporation shall be to provide a network for North Central Ohio manufacturers to share ideas, best practices, business challenges, and issues that are common among all the Members of the Corporation which are in this region. This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

Values

In keeping with the aforementioned mission statement and purpose of this Corporation, Members of this Corporation shall abide by the following values:

- a) Ethical Behavior: Members shall always operate with integrity and within the bounds of the legal and fairness standards prevalent within the commonly accepted business practices of our members.
- b) Commitment to Excellence: Members shall continually measure themselves against the best practices in associations and perceived value to our members, and shall strive to create and monitor improvement programs.
- c) Development of People: Members shall encourage a culture of teamwork with unity of purpose through developing key skills such as listening, effective communication, and project leadership.

ARTICLE II: OFFICES AND STATUTORY AGENT

Principal and Branch Offices

The principal place of business for this Corporation shall be located at PR Machine Works, Inc., 1825 Nussbaum Parkway, City of Mansfield, County of Richland, State of Ohio. In addition, the Corporation may maintain other offices either within or without the State of Ohio as its business requires.

Statutory Agent

The statutory agent for this corporation shall be Mark Romanchuk, a resident of Ohio, whose business address is 1825 Nussbaum Parkway, Mansfield, Ohio, 44906, (419) 529-5748.

ARTICLE III: MEMBERSHIP

Definition of Membership

The Members of this Corporation shall be those persons having membership rights as set forth herein. Membership is determined on an annual basis and continues from year to year. Members may resign at any time by submitting written notice to the RMC offices and paying accrued dues through the end of the current membership year.

Classes of Members

The Executive Committee shall have the power to determine classification and eligibility of applicants for membership. This Corporation shall have five (5) classes of Members that are designated as follows:

Section 1. Regular Members

Any proprietorship, partnership, corporation, or other business entity in North Central Ohio engaged in manufacturing is eligible to become a Regular Member as determined by the Executive Committee. Only those Regular Members who are members of the Executive Committee shall be eligible to vote.

Section 2. Associate Members

Any proprietorship, partnership, corporation, or other business entity located in North Central Ohio and that regularly provides materials, services, or supplies to manufacturers shall be eligible to become an Associate Member of the Corporation. Associate Members are non-voting members.

The maximum number of Associate Members permitted in the Corporation at any time shall not exceed 40% of the total Regular Membership, excepting temporary fluctuations in Regular Membership.

No person, firm, or corporation which is eligible for membership as a Regular Member shall be eligible for Associate Membership.

Associate Members shall be eligible to receive such publications of the Corporation as the Executive Committee shall designate, either specifically or by general category; to attend general membership meetings of the Corporation; and, upon invitation of a member of the Executive Committee or other committee, shall be permitted to attend Executive Committee meetings or other committee meetings.

Section 3. Past Service Members

Any former owner, officer, employee, or widow/widower of any former owner, officer, or employee not active in the management of a member company or a former member company shall be eligible to become a Past Service Member of the Corporation, provided that the member company or former member company was a member of the Corporation or any predecessor organization, no longer existent, with similar stated purpose in North Central Ohio at the time the former owner, officer, employee ceased activity with member company.

Past Service Members shall have all the privileges of Regular Members, except voting, holding elective office, attendance of closed sessions, and the right to confidential information.

Section 4. Educator/Educational Institution Members

Individual educators employed in manufacturing and technological institutions such as colleges, universities, or vocational programs are eligible to become an individual Educator Member; however, educator memberships are limited to two per institution.

Any college, university, or vocational program actively engaged in manufacturing or technology oriented training and education is eligible to become an Educational Institution Member. Such membership permits two principal contacts.

Educator/Educational Institution Members shall be entitled to receive such publications and services of the Corporation as the Executive Committee shall designate, either specifically or by general category, to attend general membership meetings of the Corporation, and, upon invitation by a Member of the Executive Committee or other committee, to attend Executive Committee meetings or other committee meetings. Educator/Educational Institution Members are non-voting members.

Section 5. Governmental Agency Members

Governmental Agency Members are available to state or federal agencies that provide resources to Corporation Members for the purpose of providing manufacturing technologies, educational training, or grant programs.

Governmental Agency Members shall be entitled to receive such publications and services of the Corporation as the Executive Committee shall designate, either specifically or by general category, to attend general membership meetings of the Corporation, and, upon invitation by a Member of the Executive Committee or other committee, to attend Executive Committee meetings or other committee meetings. Governmental Agency Members are non-voting members.

Members' Dues

The annual dues payable to the Corporation by Members of each class will be in the amounts determined from time to time by resolution of the Executive Committee.

The first annual dues will be payable and submitted in full with the application for membership. Future annual dues will be payable in advance by the end of the first quarter of each calendar year. Annual dues of new Members will be prorated from the quarter in which the Member enters. Members that fail to pay the previous year's membership dues shall have membership privileges revoked until such dues are paid.

Application for Membership

All applications for membership shall be submitted to the President of the Executive Committee or the Executive Director of the Corporation in a form approved by the Executive Committee. The President or the Executive Director shall send the name and address of the applicant with their company information to the individual members of the Executive Committee by standard U.S. mail or electronic mail (e-mail). The Executive Committee will vote "yes" or "no" as to the approval of the applicant within one (1) week of receipt of such mailing. Votes will be returned to the President or the Executive Director as directed on the ballot. Upon majority approval by the Executive Committee, the applicant shall be declared elected to membership.

Withdrawal of Members

Withdrawal in good standing may not be effective until all obligations of the resigning Member have been met in full. The President, or such member of the Executive Committee which the President designates, shall notify the Executive Committee by standard U.S. mail, electronic mail (e-mail), or at a general meeting of any such withdrawals.

ARTICLE IV: MEMBERSHIP MEETINGS

Quarterly Meeting

There shall be quarterly meetings of Members at times and places determined by the Executive Committee or the President. The Executive Committee may decide to cancel at maximum one (1) quarterly meeting in any calendar year. Quarterly membership meetings will be held the third Friday of January, April, July and October unless otherwise noted. Topics, venues, speakers, and other meeting particulars may be suggested by the general membership, but will be established by the Executive Committee or the President.

Annual Meeting

The President shall convene at least one (1) annual formal business meeting to take place in conjunction with a regular quarterly meeting. The President may convene a formal business meeting at any quarterly or special meeting, provided that notice for such meeting includes specific reference to the business meeting. The business meeting shall be conducted in accordance with Robert's Rules of Order.

Location

Quarterly and Annual meeting locations shall be announced in advance of such meetings.

Notice

Notice of all meetings of Members shall be distributed to all Members via electronic mail (e-mail) not less than fourteen (14) days before such meeting, and shall state the place and time of the meeting.

ARTICLE IV: EXECUTIVE COMMITTEE

Powers of Executive Committee

Section 1. General Provisions

The Executive Committee (sometimes referred to as Steering Committee, Board of Trustees, or Board of Executive Directors) is a group of members and educational members vested with the management of the business and affairs of the Corporation.

All of the authority of this Corporation shall be exercised by the Executive Committee, except as otherwise provided in the Articles of Incorporation or by Chapter 1702, Ohio Revised Code.

Section 2. Duty of Good Faith

An Executive Committee member shall perform his or her duties as a member in good faith, in a manner he or she reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing his or her duties, an Executive Committee member, when acting in good faith, is entitled to rely on information, opinions, reports, or statements, including financial statements or other financial data, that are prepared or presented by (a) one or more Executive Committee member, Officers, or employees of the Corporation whom the Executive Committee member reasonably believes are reliable and competent in the matters prepared or presented; (b) counsel, public accountants, or other persons as to matters that the Executive Committee member reasonably believes are within the person's professional or expert competency; or (c) a committee of Executive Committee members upon which he or she does not serve, duly established in accordance with Article V, as to matters within its designated authority, which committee the Executive Committee member reasonably believes to merit confidence.

An Executive Committee member shall not be found to have failed to perform his or her duties, unless it is provided, by clear and convincing evidence, in an action brought against the Executive Committee member, that he or she has not acted in good faith, or in a manner he or she reasonably believes to be in or not opposed to the best interests of the Corporation, or without the care that an ordinarily prudent person in a like position would use under similar circumstances. Such an action includes, but is not limited to, an action that involves or affects any of the following:

- a) A change or potential change in control of the Corporation;
- b) A termination or potential termination of his or her service to the Corporation as an Executive Committee member; or
- c) Service in any other position or relationship with the Corporation.

Section 3. Liability

Subject to Sections 1702.30(D)(2) and 1702.30(D)(3) of the Ohio Revised Code, an Executive Committee member is liable in damages for any act that he or she takes or fails to take as Executive Committee member only if it is proved, by clear and convincing evidence, in a court with jurisdiction, that the act or omission of the Executive Committee member was one undertaken with a deliberate intent to cause injury to the Corporation or was one undertaken with a reckless disregard for the best interests of the Corporation.

In determining what an Executive Committee member reasonably believes to be in or not opposed to the best interests of the Corporation, an Executive Committee member shall consider the purpose of the Corporation, the qualifications set forth below, and may consider any of the following:

- a) The interests of the regular members, associate members, past service members, employees, suppliers, creditors, and customers of the Corporation;
- b) The economy of this state and of the nation;
- c) Community and societal considerations; and
- d) The long-term and short-term best interests of the Corporation, including, but not limited to, the possibility that those interests may be best served by the continued independence of the Corporation.

Composition of the Executive Committee

Section 1. General Provisions

The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, the non-voting Executive Director, and not less than three (3) to five (5) additional Regular Members. The President and Treasurer shall be Regular members of the Corporation. To be an Executive Committee member, the representative must be from a Regular Member organization or be an Educator Member. Educator Members shall not have voting rights. There shall be no term limits.

Section 2. County Representation

The Executive Committee shall use its best efforts to include a Member from each of the counties that are Members of the Corporation.

Section 3. Selection of Members

Executive Committee Members will be selected by the President as nominated by any current Executive Committee Member.

Section 4. Original Members

The original Executive Committee Members shall be: Mark Romanchuk, Kim Catron, Tom Dorsey, Bob McMullen, Larry Fulmer, Karin Turowski, Tim Sinclair, Hank Keller, Ken McCreight, and Bob Stimpert. Mark Romanchuk shall be the President and Bob Stimpert shall be the Executive Director.

Vacancies

The office of an Executive Committee Member shall become vacant if he or she dies or resigns, which resignation shall take effect immediately or at such other time as the said resigning Executive Committee Member may specify. At the President's election, the President shall select a new Executive Committee Member as nominated by any current Executive Committee Member to fill any vacancy in the Executive Committee.

Removal

All of the Executive Committee Members, or any individual Executive Committee Member, may be removed from office by the vote of a majority of the Executive Committee at a meeting of Executive Committee called for the purpose of removing such Executive Committee Members.

Officers

Section 1. General Provisions

The Officers of the Corporation shall consist of a President, a Vice President as the Executive Committee may, from time to time, determine, a Secretary, and a Treasurer. The Officers shall be elected by the Executive Committee. Any two (2) of such offices may be held by the same person, but no Officer shall execute, acknowledge, or verify any instrument in more than one capacity.

Section 2. Term of Office

The Officers of the Corporation shall hold office until the organizational meeting of the Executive Committee following the date of their election and until their successors are chosen and qualified unless sooner removed by the Executive Committee. The Executive Committee may remove any Officer at any time, with or without cause, by a majority vote. A vacancy in any office, however created, may be filled by the Executive Committee.

Section 3. President and Vice President

The President shall preside at all meetings of Executive Committee. He or she shall have general supervision, management, control, and oversight of the business of the Corporation, subject to this Code of Regulations and subject to the orders of the Executive Committee, and shall, in general, perform all the duties usually incident to the office of President or that may be imposed or required by the Members or Executive Committee. In his or her absence or inability to act, the Vice President shall discharge the duties of the President and shall perform such other duties as shall be determined by the Executive Committee.

Section 4. Secretary

The Secretary shall (a) keep minutes of all of the meetings of the Executive Committee, as well as all Actions by Written Consent and waivers of notice; (b) give notice of all meetings of Members and Executive Committee Members, except as otherwise provided by this Code of Regulations; (c) keep such books as may be required by the Executive Committee, including a registry of the Members of the Corporation; and (d) perform such other duties as may be assigned to him or her from time to time by the Executive Committee or by the President. All books and papers pertaining to the office of the Secretary shall be subject at any time to the inspection of any Member of the Executive Committee, and, upon the expiration of the Secretary's term of office, such Secretary shall deliver all books, papers, and other property of the Corporation in his or her possession or under his or her control to the President or to the Secretary's successor in office; and, in general, the Secretary shall perform all duties pertaining to such office as may be required by the President or Executive Committee.

Section 5. Treasurer

The Treasurer shall have general supervision of all finances; he or she shall receive and safely keep all moneys belonging to the Corporation and he or she shall perform such other duties as from time to time may be assigned to him or her by the Executive Committee. The Treasurer shall keep or cause to be kept proper books of account and keep accurate account of the finances of the Corporation and shall present, at the annual meeting of Members, a statement of profit and loss and surplus, including a summary of profits and other changes in the surplus account of the Corporation, and a balance sheet containing a summary of the assets and liabilities, stated capital, and surplus as of the close of the Corporation's fiscal year. The financial statement shall have appended thereto a certificate signed by the President or a Vice President and the Treasurer or an Assistant Treasurer, or by a public accountant or a firm of public accountants, to the effect that the financial statement presents fairly the financial position of the Corporation and the results of its operations in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding period or such other certificate as is in accordance with sound accounting practice. At any meeting of the Executive Committee, the Treasurer shall furnish summary statements of the financial condition of the Corporation as of the date requested by the President or the Executive Committee. Upon the expiration of his or her term of office, the Treasurer shall deliver all money, books, papers, and other property of the Corporation that shall be in his or her possession or under his or her control to his or her successor in office.

All funds for the Corporation will be deposited to the Richland Bank RMC account. Invoices and bills will be paid from funds in this account. Upon incorporation, the President and Executive Director shall maintain this account. Upon selection of a Treasurer, the Treasurer and the President will have the only access. Quarterly reports of revenues and expenses will be made to the Executive Committee. Financial records will be audited as determined by the Executive Committee.

Meetings of the Executive Committee

Section 1. Place and Time

The Executive Committee shall meet quarterly at the office of PR Machine Works, Inc., 1825 Nussbaum Parkway, City of Mansfield, County of Richland, State of Ohio, or at other locations as needed, at a date determined by the President and Executive Director in March, June, September, and December. The annual meeting date for the Executive Committee will be the third Friday of March. The Executive Committee may meet in special session by petition of not less than two (2) Regular Members with proper notice. The Executive Committee may also be convened at the call of the President or the Executive Director provided proper notice is given.

Section 2. Rules of Order

The Executive Committee shall be governed by Robert's Rules of Order, with the President or Executive Director as Chairman. The vote of the majority of the Executive Committee present and voting at any regular meeting shall be an act of the Executive Committee.

Members of the Executive Committee shall be permitted to speak at all meetings. Other than Members, attendees shall be permitted to speak when approved by motion of the Executive Committee. The Chairman is permitted to recognize those Members of the Corporation not on the Executive Committee in attendance to speak as part of the agenda. The Chairman is also permitted to invite other non-Executive Committee or non-RMC Members (e.g., auditors, attorneys, consultants) to speak from time to time, so long as such speakers are part of the meeting agenda.

Section 3. Quorum

Four (4) Members of the Executive Committee shall constitute a quorum. The Executive Committee may meet without the President, but not without knowledge of the President.

Section 4. Notice of Meetings

Notice of meetings of the Executive Committee shall be mailed or electronically mailed (e-mailed) to each Executive Committee Member, at least two (2) weeks prior to the holding of such meeting and shall provide the agenda. Each notice shall state the time and place of the meeting. Notice of any meeting of the Executive Committee need not be given to any Executive Committee Member, however, (a) if waived by him or her in writing and such waiver is filed with the Secretary either before or after the holding of such meeting, or (b) if he or she shall be present at said meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice.

Section 5. Action Without Meeting

Any action which may be authorized or taken at an Executive Committee meeting may be authorized or taken without a meeting in a writing or writings signed by all of the Executive Committee Members who would be entitled to notice of a meeting of the Executive Committee held for such purpose or approved by electronic mail (e-mail) by said Members, and such writing or writings shall be made a part of the records of this Corporation.

ARTICLE V: OTHER COMMITTEES

The Executive Committee may appoint ad-hoc committees for special purposes. The Executive Committee may appoint standing committees. Examples of such committees include, but are not limited to:

- a) Purchasing Committee – to develop group purchasing opportunities for Members of the Corporation.
- b) Government Affairs Committee – to keep Members of the Corporation apprised of legislative changes.
- c) Education Committee – to develop scholarship opportunities for high school seniors that are pursuing careers in manufacturing.

ARTICLE VI: INDEMNIFICATION

Each Member, Officer, Director, agent, employee, or volunteer of this Corporation, shall be indemnified by this Corporation under the standards set by and to the fullest extent allowable under Ohio Revised Code Section 1702.12(E), as the same shall be amended from time to time.

The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of disinterested Executive Committee Members of this Corporation, or otherwise.

ARTICLE VII: AMENDMENTS

The Executive Committee, at a meeting held for such purpose, may adopt an amendment to these Regulations by the affirmative vote of a majority of the Executive Committee Members present if a quorum is present. In addition to or in lieu of adopting an amendment to the Regulations, the Executive Committee may adopt amended Regulations by the same action or vote as that required to adopt the amendment.

ARTICLE VIII: DISTRIBUTIONS AND DISSOLUTION

Distributions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Dissolution

Upon the dissolution of the Corporation, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX: MISCELLANEOUS

Fiscal Year

The fiscal year of the Corporation shall be the calendar year unless otherwise determined by the Executive Committee.

Mortgages

The Executive Committee may authorize any mortgage or pledge of all or any of the property of this Corporation of any description, or any interest therein, for the purpose of securing the payment or performance of any obligation or contract of this Corporation. No authorization from a court pursuant to Section 1715.39, Ohio Revised Code, is necessary for such action.

Property

All property acquired by this Corporation by purchase, gift, bequest, or otherwise shall be the absolute property of this Corporation, unless at the time of acquiring such property it is otherwise specified in writing.

Sale or Disposition of Assets

The Executive Committee of this Corporation may authorize the lease, sale, exchange, transfer, or other disposition of any of the assets of this Corporation without the necessity of procuring authorization from the court pursuant to Section 1715.39, Ohio Revised Code, and any such lease, sale, exchange, transfer, or other disposition shall be made in whole or in part for money or other property, including shares or other securities or promissory notes of any corporation for profit.

Books and Records

The books and records of this Corporation may be examined by any Member or the agent or attorney of any Member for any reasonable and proper purpose at any reasonable time.

Conflicts of Interest

No contract, action, or transaction shall be voided or voidable with respect to the Corporation because the contract, action, or transaction is between or affects the Corporation and one or more of its Executive Committee Members or Officers, or is between or affects the Corporation and any other person in which one or more of its Members or Officers are directors, trustees, or officers, or in which one or more of the Corporation's Members or Officers have a financial or personal interest, or because one or more interested Members or Officers participate in or vote at the meeting of the Executive Committee Members or a Committee thereof that authorizes the contract, action, or transaction, if any of the following applies: (a) the material facts as to his, her, or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Executive Committee, and the Executive Committee, in good faith reasonably justified by the material facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested Executive Committee Members, even though the disinterested Executive Committee Members constitute less than a quorum of the Executive Committee; or (b) the contract, action, or transaction is fair as to

the Corporation as of the time it is authorized or approved by the Executive Committee thereof.

Common or interested Executive Committee Members may be counted in determining the presence of a quorum at a meeting of the Executive Committee thereof which authorizes the contract, action, or transaction.

The Executive Committee, by the affirmative vote of a majority of those in office and irrespective of any financial or personal interest of any of them, shall have authority (a) to establish reasonable compensation, which may include pension, disability, and death benefits, for services to the Corporation by Executive Committee Members and Officers, or (b) to delegate such authority to one or more Officers or Executive Committee Members.

An Executive Committee Member is not an interested Executive Committee Member solely because the subject of a contract, action, or transaction may involve or effect a change in control of the Corporation or his or her continuation in office as an Executive Committee Member.