

REGULATIONS

OF

FRIENDS OF THE LITTLE MIAMI STATE PARK, INC.

ARTICLE I MEMBERS

A. Classification and Voting Rights. The membership of FRIENDS OF THE LITTLE MIAMI STATE PARK, INC., an Ohio nonprofit corporation (the "Corporation"), shall consist of the following categories: junior, individual, family, association, corporate, life and honorary (collectively the "Members"). Membership will be open to anyone who has an interest in supporting the Corporation. The fee for each membership class is to be determined by the Board. Except as set forth below, each Member will have one vote. The membership classes and associated membership fees are subject to modification by the Board of Directors as the Board of Directors deems advisable.

1. Junior. Individuals 15 years old or younger. No voting privileges.
2. Individual. Open to any interested individual at least 16 years of age.
3. Family. Open to any group of persons living together as a family. Family membership has a maximum of two votes per family.
4. Association. Open to any group, club or association desiring to support the Corporation. Association membership is limited to one vote per association.
5. Corporate. Open to any business or firm interested in supporting the activities and ideas of the Corporation. Corporate membership is limited to one vote per corporation.
6. Life. Open to individuals that have performed exceptional services supporting the Corporation or the Little Miami State Park. Election to this membership class is achieved by a majority vote of the Members present and entitled to vote at a quarterly meeting.
7. Honorary. Open to individuals who are officials of the Ohio State Park. No voting privileges.

B. Membership Cards. After a member has applied for membership and paid the applicable dues, the Secretary will provide the Member with a membership card. The membership will be effective from March 1 through February 28. Membership in the Corporation includes the following:

1. Knowledge that your membership is helping maintain and improve "The Little Miami State Park" for future generations;

2. Gratifying volunteer opportunities as a trail adopter;
3. Leadership opportunities through service on the Board of Directors;
4. Invitations to Corporation-sponsored programs and events, including quarterly meetings;
5. The satisfaction of knowing that you are protecting the trail you use and enjoy;
6. Camaraderie with others sharing your interests and goals;
7. Year-long subscription to the Corporation's email newsletters and other email communications.

C. Annual Meeting. The annual meeting of the Members shall be held at the principal office of the Corporation, or at such other place within or outside the State of Ohio as may be specified in the notice required under Paragraph F of this Article during the month of June, at which time, individuals shall be elected to serve on the Board of Directors in the manner described below. Any other business may be transacted at the annual meeting without specific notice of such business being given, except such business as may require specific notice by law. Notwithstanding the above provisions, the Members may accelerate the date of the annual meeting by not more than thirty (30) days, or postpone the date of the annual meeting by not more than thirty (30) days, from the period fixed herein if the Members deem such action necessary or desirable. Any business transacted or elections held at any annual meeting which has been accelerated or postponed by the Members pursuant to the authority herein conferred shall be valid as if transacted or held at the regularly scheduled annual meeting.

D. Quarterly Meetings. Quarterly meetings of the Members shall be held at the principal office of the Corporation, or at such other place within or outside the State of Ohio as may be specified in the notice required under Paragraph F of this Article. The annual meeting shall constitute one quarterly meeting, with additional quarterly meetings to be held in the fall, winter and spring on such dates as are selected by the Board of Directors.

E. Special Meetings. Special meetings of the Members may be called by (i) two officers of the Corporation; (b) a majority of the members of the Board; or (c) a minimum of 10% of the Members entitled to vote on any matter.

F. Notice. Notice of each annual meeting, quarterly meeting or special meeting of the Members shall be posted on the Corporation's website and shall be sent via email by either the President or the Secretary to each Member, not less than fourteen (14) days nor more than sixty (60) days before the meeting. The Notice shall include the place and time of the meeting and, in the case of a special meeting, the purpose therefor. A Member may request written notification of each meeting, in which case the Secretary shall mail such notice to the Member's address of record as provided herein. Any Member may, at any time, waive any notice required to be given under these Regulations.

F. Quorum and Voting. The voting Members present at any meeting shall constitute a quorum. All acts, questions and business that may come before the meeting shall be determined by a majority of votes cast by the Members present at such meeting and entitled to vote on the matter, unless the vote of a greater number is required under the Articles of Incorporation of the Corporation, these Regulations or by law.

G. Social/Activity Meetings. Social/activity meetings may be held at any time and for any purpose. There will be no official business conducted at these meetings, and these meetings are exempt from any notification requirements.

ARTICLE II **DIRECTORS**

A. Number of Directors. Until the first annual meeting, the Corporation shall be represented by the Directors appointed by the Incorporator. Thereafter, the Corporation shall be represented by the Board of Directors consisting of four (4) elected officers (President, Vice-President, Secretary and Treasurer) and three (3) members at large. Only one Member from a family may be a Director at any given time.

B. Powers. The Board of Directors have full power to conduct, manage, and direct the business and affairs of the Corporation subject to the provisions of the laws of the State of Ohio and any limitations as may be set forth in the Articles of Incorporation or these Regulations.

C. Term. Officers of the Board of Directors shall be elected for a term of two years. The Vice-President and Secretary shall be elected on odd years. The President and the Treasurer shall be elected on even years. Directors shall not hold more than one office at a time. Directors elected from the membership at large shall be elected at the annual meeting and serve for two years or until their successors are elected and qualify.

D. Vacancies and Removal. Any vacancy on the Board of Directors may be filled by the Board of Directors, which individual shall serve until the next annual meeting. Any Director may be removed at any time with or without cause by the Board of Directors. The absence of two consecutive Board meetings constitutes a potential cause for removal.

E. Annual Meeting. The annual meeting of the Board of Directors shall be held at the principal office of the Corporation, or at such other place within the State of Ohio as may be specified in the notice required under Paragraph H of this Article in the month of June of each year. Any business may be transacted at the annual meeting without specific notice of such business being given, except such business as may require specific notice by law. Notwithstanding the above provisions, the Board of Directors may accelerate the date of the annual meeting by not more than thirty (30) days, or postpone the date of the annual meeting by not more than thirty (30) days, from the date fixed herein if the Board deems such action necessary or desirable. Any business transacted or elections held at any annual meeting which

has been accelerated or postponed by the Board of Directors pursuant to the authority herein conferred shall be valid as if transacted or held at the regularly scheduled annual meeting.

F. Quarterly Meetings. Quarterly meetings of the Board of Directors shall be held at the principal office of the Corporation, or at such other place within or outside the State of Ohio as may be specified in the notice required under Paragraph H of this Article. The annual meeting shall constitute one quarterly meeting, with additional quarterly meetings to be held in the fall, winter and spring on such dates as are selected by the Board of Directors.

G. Special Meetings. Special meetings of the Board of Directors may be called by any two Directors.

H. Notice. Notice of each annual meeting, quarterly meeting or special meeting of the Board of Directors shall be sent via email either by the President or Secretary, not less than fourteen (14) days nor more than sixty (60) days before the meeting. The notice shall include the place and time of the meeting and, in the case of a special meeting, the purpose therefor. A Director may request written notification of each meeting, in which case the Secretary shall mail such notice to the Director's address of record as provided herein. Any Director may, at any time, waive any notice required to be given under these Regulations.

I. Quorum and Voting. Fifty percent (50%) of the members of the entire Board of Directors shall be present in person or by proxy at any meeting to constitute a quorum unless a larger proportion is required to take the action stated in the notice of the meeting, in which case, to constitute a quorum, there shall be present in person or by proxy the number of persons required by the Articles of Incorporation of the Corporation, these Regulations or statute to take the action stated. At any meeting at which a quorum is present, all acts, questions and business that may come before the meeting shall be determined by a majority of votes cast by the Directors present at such meeting, unless the vote of a greater number is required under the Articles of Incorporation of the Corporation, these Regulations or statute. A Director may participate in any meeting of the Directors through telephone or other communication equipment so long as each participant in such meeting can hear, and speak to, all other participants.

J. Operating Procedures. The Board of Directors may adopt Operating Procedures for their own government and that of the Corporation provided such Operating Procedures are not inconsistent with the Articles of Incorporation or these Regulations.

ARTICLE III **OFFICERS**

A. Number. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer.

B. President. The President shall preside over the Board of Directors' meetings. The President shall be an ex-officio member of all committees and shall represent the Corporation at Little Miami State Park staff meetings and as otherwise necessary. The President shall have the authority to sign checks in the absence of the Treasurer. The President appoint such committees as he or she deems necessary and may dissolve such committees.

C. Vice President. The Vice President shall assume all duties of the President during his or her absence. The Vice President's responsibilities include serving on the membership committee and any other duties as assigned by the President or Board.

D. Secretary. The Secretary shall keep a record of all meetings. The Secretary shall maintain all legal documents of the Corporation, including the Articles of Incorporation and these Regulations. The Secretary shall be responsible for meeting minutes, providing notice to those Members and Directors who request written notice for each meeting, and any other duties as assigned by the President or Board.

E. Treasurer. The Treasurer shall have custody of and be responsible for all funds of the Corporation, keep books of accounts and records, make disbursements as authorized by the President or the Board, sign on bank accounts, present a financial report at the annual Membership meetings, board meetings, and at other times when requested by the Board, maintain records of registration fee payments and file any necessary city, county, state and federal tax reports and returns. The Treasurer shall also receive all Membership dues and donations and shall serve as the chairperson of the finance committee.

F. Additional Officers. The Board of Directors is authorized in its discretion to establish such other officers, assistant officers and agents as it shall deem necessary from time to time and may dispense with any of said officers and agents at any time. Such additional officers and agents shall not serve as members of the Board of Directors by virtue of their appointment to such offices.

ARTICLE IV INDEMNIFICATION

The Corporation shall indemnify each of its officers and Directors, and each person employed by the Corporation who serves at the direction of the Corporation as a Director, officer, employee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise, to the full extent permitted by Ohio law. The term "officer" as used in this Article shall include the President, the Vice President, the Treasurer and the Secretary and any other person who is specifically designated as an "officer" with the operation of this Article by action of the Board of Directors. The Corporation may indemnify assistant officers, employees and others by action of the Board of Directors to the extent permitted by Ohio law.

ARTICLE V AMENDMENTS

Any proposal to amend these Regulations shall be made as follows:

A. A written notification of a proposal to amend the Regulations shall be presented to the President at least one week before the next quarterly meeting.

B. The proposed amendment to the Regulations shall be presented to the Members at the next regularly scheduled quarterly meeting.

C. The proposed amendment shall have two readings at separately scheduled quarterly or special meetings before being put to a vote of the Members at the second meeting.

D. An affirmative vote of two-thirds of the Members present at the meeting and entitled to vote on the matter shall be required to adopt the proposed amendment.

ARTICLE VI
DISSOLUTION

Upon dissolution of the Corporation, to the extent possible and in accordance with the Corporation's Articles of Incorporation, the Board shall distribute all of the remaining assets of the Corporation to an organization exempt from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future federal tax code) which has a similar purpose to that of the Corporation, including the support of multi-use or bicycle trails in the southwest area of Ohio.