

CODE OF REGULATIONS **OHIO CLEANERS ASSOCIATION, INC.**

ARTICLE I - Name

The name of this not-for-profit Corporation shall be the OHIO CLEANERS ASSOCIATION, INC. Its principal office shall be in Columbus, Ohio.

ARTICLE II - Purposes

SECTION I. The purposes of the Association shall be:

- a) To further the best interests of those engaged in the cleaning industry and to foster and promote a feeling of fellowship and good will among members.
- b) To acquire, preserve and distribute information to members of the Association relating to improved processes in cleaning, safety appliances and all other information that would be of interest to the industry.
- c) To eliminate or minimize abuses, methods and practices inimical or prejudicial to the best interests of the public and this Association, and to foster and promote a feeling of good will between the public and this Association.
- d) To encourage local organizations and their promotion of and affiliation with the state association.
- e) To work with federal, state, county or municipal officers in the fair enforcement of the laws and regulations concerning construction and operation of cleaning plants.
- f) To support of oppose legislation and regulation which may affect the cleaning industry and/or the public.

ARTICLE III - Membership

SECTION I. Classes of Membership-There shall be three (3) classes of membership: active, associate and honorary.

SECTION 2. Active Members-Active membership shall be available to those that are engaged in rendering a cleaning, laundering, carpet cleaning, or other textile maintenance service. No member will be entitled to more than one vote.

Privilege of Membership-Active members in good standing shall be entitled to vote at the Annual Meeting, to hold office, to attend meetings of the Board of Trustees, and to have all other privileges of membership.

SECTION 3. Associate Members-Associate membership shall be limited to individuals, firms, or corporations engaged in the manufacture of, or distribution of, machinery, equipment, commodity, or services used in the cleaning industry.

Privilege of Membership-Associate members are privileged to attend the annual meetings of the Association and to take any part in the meetings. However, they shall

have no authority to present motions, take part in discussions, cast a vote, or stand for election to office.

SECTION 4-Honorary Members-Former members of long standing who are no longer engaged in the cleaning industry or allied trades thereto related shall be eligible for consideration for membership. Such former members may not apply for honorary membership because it is a special honor or recognition rather than a privilege. Honorary memberships shall be proposed by any trustee at a regular meeting of the Board of Trustees. If unanimously approved by the Board at such meeting, said proposal shall become effective. Said honorary membership shall be for said member's remaining life unless he resumes employment or investment in the cleaning industry or an allied trade thereto related: said activity will automatically and permanently terminate said honorary membership.

Privilege of Membership-Honorary members shall be privileged to attend meetings and conventions, but shall not be entitled to receive any other services. They shall not have a vote on any matters pertaining to association business, but can partake in discussions.

SECTION 5. Disciplining Members-Any member may be disciplined, suspended expelled for cause by the Board of Trustees, on written charges filed with the Board of Trustees and the accused at least thirty days prior to any hearing thereon. The action of the Board of Trustees shall be final.

ARTICLE IV - Officers and Trustees

SECTION 1. Officers-The offices of this Association shall be a president, president-elect, vice president, treasurer, secretary, immediate past president and executive director.

SECTION 2. Trustees-The Board of Trustees shall consist of nine (9) active members plus all past presidents who are active or honorary members and the officers. Each member of the Board shall be entitled to one (1) vote on all matters coming before the Board.

SECTION 3. Terms of Office-The terms of all elective officers shall be for one year or until the election and installation of their successors. The terms of the nine active member Trustees shall be three (3) years, staggered so that three (3) are elected each year. No active member trustee who has served a full term of three (3) years shall be eligible for re-election until one (1) year has elapsed after expiration of his last three (3) year term. All past presidents shall remain on the Board of Trustees as long as they retain active or honorary membership.

SECTION 4. Election-All officers except the executive director and all active member trustees whose terms will expire within the ensuing twelve (12) months shall be nominated and elected at the Annual meeting of this Association. Only active members, not in arrears, shall be entitled to vote. The executive director shall be appointed by the Board of Trustees to serve at their pleasure.

SECTION 5. Directors-The president shall appoint district directors for one (1) year terms whose responsibilities will be to serve as communications and service links to members in their geographical areas of the state. In appointing district directors, due

consideration will be given to obtaining the widest possible geographical representation throughout the state. Each such director shall be a member in good standing of the association and will be eligible to attend and vote during all meetings of the Board of Trustees.

Section 6. Nominating Committee-The Nominating Committee consisting of five (5) members is to be appointed by the president on or before June 30th of each year. Persons to be appointed to this committee shall include the treasurer, a member of the OCA management team and the immediate past president who will chair the committee. Any officer, trustee or district director who is considered for higher office shall not be a member of the Nominating Committee.

SECTION 7. Absence- Any officer, trustee, or director who is absent from two (2) consecutive board meetings without good cause may be dismissed by the Board of Trustees at the next meeting.

ARTICLE V - Executive Committee

The Executive Committee shall consist of the president, president-elect, vice president, treasurer, secretary, immediate past president, and executive director. The Executive Committee shall meet at the call of the president. Its function shall embrace the handling of such matters that extend beyond the scope of responsibility of any officers acting alone. In general, the Executive Committee shall have all the powers of the Board of Trustees, except those specifically reserved to the Board of Trustees, to transact business between meetings of the Board.

ARTICLE VI - Duties of Officers

SECTION 1. President-The president shall be the executive officer of the Association and shall preside at all meetings of the Executive Committee and Board of Trustees. He shall appoint all committees and perform such other duties that usually pertain to the office of president.

SECTION 2. President-elect-The president-elect shall perform such duties as may be assigned to him by the president, Executive Committee or Board of Trustees. He shall assume the responsibilities and full authority of the president in case of the president's absence or inability to act. He shall perform such other duties as usually pertain to the office.

SECTION 3. Vice President-The vice president shall perform such duties that may be assigned to him by the president, Executive Committee or Board of Trustees. In the event of the inability of either the president or president-elect to perform their duties, the vice president shall perform the duties of, and have the same authority as, the president or president-elect.

SECTION 4. Treasurer-The treasurer shall keep an accurate account of all monies received and bills paid by this Association. The president, treasurer and executive director shall be able to sign checks for the Association. The treasurer shall make a written report to the members of this Association at its Annual Meeting. Copies shall be available for auditing and inspection when so requested by the Board of Trustees.

SECTION 5. Secretary-The secretary shall act as secretary at all meetings of the Board of Trustees and shall keep a permanent record of its proceedings. He/She shall also perform such other duties as usually pertain to the office of secretary.

SECTION 6. Executive Director-The executive director shall perform such duties as are assigned to him by the Board of Trustees and Executive Committee and shall receive such compensation and expenses as the Board of Trustees shall determine. He shall receive all monies that may be paid to him by virtue of his office, carefully account for the same, and promptly place them in a proper depository to the account of this Association. He shall approve all bills and draw all checks in payment, keeping appropriate records of all such transactions. He shall have custody of all records and archives, publish all reports, issue bulletins, conduct official correspondence, file all appropriate documents and perform such other duties as are usual for such officials.

He shall furnish a surety bond, paid for by the association for the faithful discharge and performance of his duties.

SECTION 7. Immediate Past President-The immediate past president shall be available to the president, Executive Committee and Board for his advice and counsel regarding all association matters. He shall perform such duties as are assigned to him by the president, Executive Committee and Board.

ARTICLE VII - Board of Trustees

SECTION 1.

Members-the members of the Board of Trustees shall be the officers, nine (9) trustees, all past presidents and those district directors appointed by the president.

SECTION 2. Powers-The Board of Trustees shall have charge of and transact all regular business between annual membership meetings and shall keep a record of the same.

SECTION 3. Removal From-The Board shall have discretionary power to remove any trustee who fails or is negligent in the performance of assigned duties. It shall fill all vacancies upon recommendation from the president.

SECTION 4.

Special Meetings-Special meetings of the Board of Trustees shall be called by the president or upon written request of three (3) or more trustees.

SECTION 5. Emergency Matters-Emergency matters requiring a vote of the Board of Trustees may be handled by mail. The matter will be fully explained, a "yes" or "no" vote provided and the member's name signed.

SECTION 6. Annual Meeting-The Annual Meeting shall be held at a time and place designated by the Board of Trustees.

SECTION 7. Quorum-A majority of those trustees attending any meeting shall constitute a quorum for the transaction of business.

ARTICLE VIII - Committees

SECTION 1. All Committees shall be appointed by the president on an as needed basis. Committees will perform their assigned tasks and be automatically dissolved upon completion of assignment.

ARTICLE IX - Revenue

SECTION 1. Rates-The Board of Trustees shall have the power to establish such rates of dues annually as they deem necessary and desirable.

SECTION 2. Member in Arrears-Members in arrears for dues more than three (3) months will be suspended and not entitled to any Association services. They shall be notified of such suspension. Suspended members shall be reinstated upon payment of dues.

SECTION 3. Registration Fee-a registration fee shall be paid by each person attending the annual convention and various meetings, the amount of which shall be fixed by the Association.

ARTICLE X - Rules of Order

Robert's Rules of Order Revised shall be the parliamentary authority for all matters of procedure not specifically covered by this Code of Regulations.

ARTICLE XI - Amendments

Amendments to this Code of Regulations may be made at any Annual Meeting by a majority vote of those attending such meeting, provided that the substance of the proposed amendment shall have been filed with the executive director at least thirty (30) days before the meeting at which the amendment is to be considered.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify to the fullest extent authorized or permitted by the Ohio Nonprofit Corporation Law 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, criminal, administrative or investigative) because such person is or was a Trustee, officer, employee or agent of the Corporation or serves or served any other enterprise in such capacity at the request of the Corporation.

ARTICLE XIII - Adoption and Effective Date

Upon being duly adopted by the members of the Corporation, this Code of Regulations shall be effective on November 1, 1980.