

BYLAWS
OF
EASTERSEALS CENTRAL & SOUTHEAST OHIO

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BYLAWS

of

EASTERSEALS CENTRAL & SOUTHEAST OHIO

(a not-for-profit corporation organized under the laws of the State of Ohio)

ARTICLE I

NAME

The name of this corporation is Easterseals Central & Southeast Ohio (hereinafter referred to as “Easterseals CSE Ohio”). Pursuant to a Membership Agreement, Easterseals CSE Ohio has been granted a license to use the trade mark “Easterseals” which along with all other intellectual property rights of Easterseals, Inc., (“Easterseals”) are the sole and exclusive property of Easterseals, Inc., (hereinafter referred to as “Easterseals” or “Easterseals National Headquarters”). Easterseals CSE Ohio is affiliated with Easterseals by means of a Membership Agreement between Easterseals CSE Ohio and Easterseals (the “Membership Agreement”).

The geographic territory encompassed by Easterseals CSE Ohio includes the following counties: Athens, Coshocton, Delaware, Fairfield, Fayette, Franklin, Gallia, Guernsey, Hocking, Jackson, Knox, Lawrence, Licking, Madison, Marion, Meigs, Morgan, Morrow, Muskingum, Noble, Perry, Pickaway, Pike, Ross, Scioto, Vinton, Union, Washington Counties in Ohio and Wood County in West Virginia.

ARTICLE II

PURPOSE STATEMENT, PHILOSOPHY, OBJECTIVES AND PROGRAMS

SECTION 1. PURPOSE STATEMENT. To change the way the world defines and views disabilities by making profound, positive differences in people’s lives every day.

SECTION 2. PHILOSOPHY. The following statements express the philosophy of Easterseals CSE Ohio:

- A. Easterseals CSE Ohio is a not-for-profit organization providing services to children and adults with disabilities, or other special needs, and their families.
- B. Easterseals CSE Ohio recognizes that children and adults with disabilities or other special needs and their families want and need to be a part of their community life, and be accepted by their communities as individuals with rights and responsibilities.
- C. Easterseals CSE Ohio supports services provided to help children and adults with disabilities or other special needs and their families reach their maximum capabilities and secure opportunities for their education, training and employment.

- D. Easterseals CSE Ohio is committed to assure the adequacy and effectiveness of programs and services for children and adults with disabilities or other special needs and their families.
- E. Easterseals CSE Ohio believes that it is essential to maintain autonomy in the manner in which it raises funds for support of its programs and services. Subject to the Membership Agreement, Easterseals CSE Ohio reserves the right to appeal directly to the public for support in conformity with accepted standards for ethical fundraising.

SECTION 3. OBJECTIVES. The objectives of Easterseals CSE Ohio shall be:

- A. To establish and maintain high quality services which meet the needs of children and adults with disabilities or other special needs and their families.
- B. To empower children and adults with disabilities or other special needs and their families to find and make effective use of resources which support them in developing their abilities and living purposeful lives.
- C. To assist communities in the development and implementation of necessary and appropriate services for children and adults with disabilities or other special needs and their families.
- D. To empower children and adults with disabilities or other special needs and their families by supporting them in obtaining their legal rights.
- E. To support integration of children and adults with disabilities or other special needs and their families into the mainstream of community life.

SECTION 4. PROGRAMS.

- A. **GOALS.** In harmony with its stated objectives and those of Easterseals, Easterseals CSE Ohio shall:
 - 1. Identify, facilitate and implement programs and services (collectively, “Programs and Services”) necessary for the improvement of the quality of life of children and adults with disabilities or other special needs and their families, so that they can conduct their lives with equality, dignity and independence.
 - 2. Identify, facilitate, develop and implement Programs and Services for all who are concerned with services for children and adults with disabilities or other special needs and their families, including professional personnel, parents, volunteers, caregivers, employers, corporations, businesses, and the general public. Such Programs and Services shall include without limitation general public health education programs and public education programs relating to specific disability issues.
 - 3. Encourage the active participation of committed, capable and giving volunteers at all levels of Easterseals CSE Ohio.

4. Conduct comprehensive development activities to promote successful Easterseals CSE Ohio operations.
 5. Cooperate with, counsel and share information with Easterseals and other affiliate organizations of Easterseals (collectively, the “Affiliates”) in order to improve their collective ability to meet the common mission of Easterseals and its Affiliates.
- B. In the advancement of the foregoing, it shall be the responsibility of the Easterseals CSE Ohio to:
1. Comply with the Standards of Membership for Easterseals Affiliates (as defined in the Membership Agreement) developed and maintained from time to time by Easterseals.
 2. Develop and maintain standards for all activities carried out under Easterseals auspices, including programs and services, personnel, membership, administration, fundraising, communication, advocacy, public affairs and fiscal accountability.
- C. Easterseals CSE Ohio shall not discriminate on the basis of age, sex, race, color, creed, national origin, marital status, sexual orientation, disability or other classifications protected by applicable law with regard to receipt of services, appointment or election to voluntary office, or hiring for, assignment to, or promotion in staff positions. All offices and facilities operating under Easterseals CSE Ohio’s auspices shall be in compliance with the Americans with Disabilities Act of 1990.

ARTICLE III

MEMBERSHIP

There shall be no members of Easterseals CSE Ohio.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. NUMBER AND TERM OF OFFICE OF DIRECTOR. The Board of Directors of Easterseals CSE Ohio shall consist of at least ten (10) but not more than twenty-five (25) directors elected by vote of the Board at the annual meeting of the Board or at such other time as the Board may determine. There shall be one member who shall be the person from time to time serving as the President of the Board of Easterseals CSE Ohio. Each director shall be elected for a term of three (3) years. At each annual meeting of the Board, the nominees for directors whose term has expired shall be elected for a term of three (3) years. A trustee who has served a full term of three (3) years shall be eligible to serve for one (1) additional term of three (3) years. For purposes of the foregoing limitation, the time served by a trustee in filling a vacancy or as a trustee elected for a term of less than three (3) years shall be disregarded, whether such time is served before or after the first or second full term of three (3) years. A former trustee who had not served as such for at least one (1) year shall again be eligible for election as a trustee. Subject to the provisions of Section 3 of this Article IV, additional directors shall be elected to fill existing vacancies.

The directors shall be elected by the voting directors from nominees submitted by the Governance Committee (as defined below) or persons nominated from the floor at the meeting of voting directors, provided the consent of any such persons has been obtained in advance. If the number of nominees for director exceeds the number of vacancies to be filled, voting shall be by secret ballot, and those nominees receiving the greatest number of votes to the extent of the vacancies to be filled shall be deemed to be elected; provided, however, that if two (2) or more nominees shall receive the same number of votes for the last vacancies to be filled, then one or more new ballots shall be cast among such tying nominees until one of them shall receive a plurality of votes over those received by such other tying nominee or nominees.

SECTION 2. QUALIFICATIONS. No employee or immediate family member of an employee (including spouse, domestic partner or companion living in same household, children or step-children, sibling or step-sibling, parents, in-laws, grandparents or grandchildren) of Easterseals, Easterseals CSE Ohio, or any other Affiliate shall be eligible to serve as a director (elected, honorary or ex officio) of Easterseals CSE Ohio. No President/CEO of Easterseals CSE Ohio, any other Affiliate or Easterseals shall be eligible to serve as a director for three (3) years after his or her employment as President/CEO has ended. A director who has served a full term of three (3) years shall be eligible to succeed himself in office for one additional term of three (3) years. For the purpose of the foregoing limitation, time served by a director in filling a vacancy or as a director elected for a term of less than three (3) years shall be disregarded, whether such time was served before or after his first or second full term of three (3) years; nor shall this limitation preclude the President of the Board of Easterseals CSE Ohio from serving in the directorship conferred upon him by virtue of that office for up to two (2) additional one (1) year terms, as the President of the Board and two (2) additional one(1) year terms as past president. A former director who has not served as such for at least one (1) year shall again be eligible for election as a director.

SECTION 3. VACANCIES. A vacancy in the office of director arising from any cause shall be filled for the unexpired term by election by the Board. Any director who has three (3) consecutive absences from regular meetings of the Board, beginning with the first meeting after his election, shall be considered as having resigned his position unless the Board excuses one or more of the absences, and the vacancy thus created shall be filled as provided in Section 1 of this Article IV.

SECTION 4. HONORARY MEMBERS. An honorary member is a person who, in the opinion of the Board of Trustees, is entitled to that status because of outstanding personal service on behalf of persons with disabilities or to Easterseals. Honorary members shall be elected by the Board as non-voting members of Easterseals without having been nominated by the Governance Committee.

SECTION 5. EX-OFFICIO MEMBERS. The CEO shall be an ex-officio member of the Board. Honorary Board members are ex-officio members of the Board. Each ex-officio member shall be entitled to participate in the deliberations of the Board but shall have no vote unless any such person shall then be serving a term as a duly elected member of the Board.

SECTION 6. MEETINGS. The annual meeting of the Board shall be held each year on a day determined by the Board. At least three (3) regular meetings per year shall be held as determined by the President of the Board at the place and date specified in the notice sent to the Board. Special meetings of the Board may be called by the President of the Board, or upon the written request of one-third or more voting members of the Board. Notice of the time, place, and, in the case of a special meeting, the purpose thereof, shall be given by the Secretary of Easterseals CSE Ohio to each member of the Board not less than seven (7) days before the date specified for such meeting, except forty-eight (48) hours' notice of any meeting shall also satisfy the requirements hereunder (other than in cases where such notice is given for the removal of a director) if given personally or by phone. Such notice shall be addressed to each member at his or her address last recorded with Easterseals CSE Ohio. Members of the Board may participate in a meeting through use of a

conference telephone or similar communications equipment, so long as all members participating in such meeting communicate with one another. Participating in a meeting pursuant to the foregoing sentence constitutes presence in person at such meeting. Any members may waive notice of a meeting.

SECTION 7. POWERS. The Board, subject to these Bylaws, shall exercise all corporate powers and conduct, manage, and control the affairs and property of Easterseals CSE Ohio. It shall cause the books and financial statements of Easterseals CSE Ohio to be audited annually by independent certified public accountants. It shall have the power to receive, use, hold, invest, and reinvest gifts, bequests, devises, grants, or funds from whatever source and use the same or the proceeds thereof for Easterseals CSE Ohio or any of its services or activities, or as specifically designated.

SECTION 8. QUORUM AND VOTING. A quorum for the transaction of business shall exist whenever a majority of the Board (exclusive of ex-officio members) is present in person. Each director (excluding ex-officio directors) shall be entitled to one vote, to be cast in person and not by proxy. Unless a greater vote is required by these bylaws, any proposal to come before the Board shall be deemed to be adopted upon the affirmative vote of the majority of the directors present and voting, a quorum being present.

SECTION 9. CONFLICT OF INTEREST. Easterseals CSE Ohio shall endeavor not to enter into business relationships with persons or entities in which its directors, officers, staff or members of the immediate families of any of the foregoing (including spouse, domestic partner or companion living in the same household, children or step-children, siblings or step-siblings, parents, in-laws, grandparents or grandchildren) have a direct or indirect interest (“Related Transactions”). However, in the event of a potential Related Transaction, the director holding such an interest shall fully disclose the nature of the conflict and the interest to the Board, and such director shall not participate in, or attend, the discussions or votes regarding the proposed Related Transaction.

SECTION 10. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board under the provisions of the applicable state code, the Articles of Incorporation or these Bylaws may be taken without a meeting, if a majority of the voting members of the Board consent in writing to such action. Such written consent or consents will be filed with the minutes of proceedings of the Board. Such action by written consent will have the same force and effect as a majority vote of such directors.

SECTION 11. REMOVAL OF DIRECTOR. Any director may be removed from office at any time, upon the affirmative vote of not less than two-thirds (2/3) of the entire voting members of the Board.

SECTION 12. COMPENSATION. No director will receive compensation other than reimbursement from time to time for expenses incurred on behalf of Easterseals CSE Ohio.

Section 13. ATTENDANCE. Directors are expected to attend no less than 50% of Board and Committee meetings annually. Directors who do not attain the required attendance will be reviewed by the Governance Committee with the expectation that the Director improve attendance. Failure to do so may result in recommendation of removal from the Board of Directors.

Section 14. DONATIONS. Directors are expected to give a minimum personal gift of \$1000 and an additional \$4000 from other sources for a total of \$5000 annually. The Governance Committee will monitor this goal for each Director. If the goals are not met the

Governance Committee will recommend corrective action up to and including recommendation for removal from the Board of Directors.

ARTICLE V

OFFICERS

SECTION 1. NUMBER AND TERM. The officers of Easterseals CSE Ohio shall consist of a President of the Board, one (1) or more Vice President (who shall be designated “First,” “Second,” etc.), a Treasurer, and a Secretary, all of whom shall be elected by the Board. Officers shall be elected to serve until the next annual meeting of the Board or until their successors shall have been elected and qualified. The President of the Board, if duly qualified and elected, may succeed himself or herself in office for not more than one (1) additional term, provided, however, in certain special circumstance where the retention of the President for an additional year is deemed to be in the best interest of Easterseals CSE Ohio, the President, upon recommendation from the Governance Committee and approval by the Board may be elected to serve as President of the Board for a second additional one year term. The Vice President may succeed themselves in office for one (1) additional term, if duly qualified and elected. The Treasurer may succeed himself or herself in office for three (3) additional terms, if duly qualified and elected. The Secretary may succeed himself or herself in office without limitation on the number of terms. The Board may also elect an Assistant Secretary and such other officers in its sole discretion, all of whom shall serve at the pleasure of the Board and who need not be a member of the Board. All officers shall be elected from nominees submitted by the Governance Committee or persons nominated from the floor, provided the consent of the person has been obtained in advance.

SECTION 2. QUALIFICATIONS. No salaried employee of Easterseals, Easterseals CSE Ohio, or any other Affiliate shall be eligible to serve as officer of Easterseals CSE Ohio, except as Assistant Secretary.

SECTION 3. REMOVAL FROM OFFICE. Any officer may be removed from office at any time, upon the affirmative vote of not less than two-thirds (2/3) of the members of the entire Board.

SECTION 4. VACANCIES. Any vacancies for any reason in any office of Easterseals CSE Ohio shall be filled for the unexpired term by election by the Board.

SECTION 5. DUTIES OF OFFICERS.

A. PRESIDENT. The President shall preside at all meetings of Easterseals CSE Ohio and shall act as President of the Board. The President shall be an ex-officio member of all committees of Easterseals CSE Ohio. The President shall perform such duties as usually pertain to such office or as may from time to time be assigned to him by the Board. The President shall be directly responsible to the Board and shall report to the Board all significant matters pertaining to the welfare of Easterseals CSE Ohio.

B. VICE PRESIDENTS. The Vice Presidents, in order of designation, shall perform the duties of the President in the President’s absence, and shall perform such other duties as the Chairman or the Board may from time to time designate. In the case of the President’s inability or refusal to serve, resignation, removal from office or death, the Vice President, in order of designation, shall fill the unexpired term of the President.

- C. **TREASURER.** The Treasurer shall be responsible for all the funds and securities of Easterseals CSE Ohio, shall authorize the payment of monies on such approvals and signatures as the Board may determine, shall be responsible for the maintenance of adequate books of account, shall present to the Board monthly financial statements of receipts and expenditures and, at the close of the fiscal year, shall present to the Board a financial report for the year accompanied by a balance sheet and an income and expense statement audited by a certified public accountant.
- D. **SECRETARY.** The Secretary shall attend and shall be responsible for the preparation and preservation of the minutes of all meetings of the Board. The Secretary shall serve ex-officio on such committees as may be appointed by the President. The Secretary shall give all notices which may be required by law or by these bylaws. The Secretary may sign on behalf of Easterseals CSE Ohio, with such other officers as are authorized by the Board, any and all contracts or agreements authorized by the Board. The Secretary shall have charge of such books, documents and papers as the Board may determine and shall do and perform such other duties as may be assigned from time to time by the Board. The Secretary may authorize the Assistant Secretary, if any, to perform or discharge any of the Secretary's duties or responsibilities.
- E. **ASSISTANT SECRETARY.** The Board may from time to time elect an Assistant Secretary. The Assistant Secretary may sign on behalf of Easterseals CSE Ohio, with such other officers as are authorized by the Board, any and all contracts or agreements authorized by the Board. The Assistant Secretary shall do and perform such other duties as may be assigned from time to time by the Board or by the Secretary. In the case of the Secretary's (i) absence or (ii) inability or refusal to serve, resignation, removal from office or death, the Assistant Secretary shall perform the Secretary's duties during the Secretary's absence, or for the remainder of the unexpired term, respectively.

ARTICLE VI

COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 1. APPOINTMENT AND TENURE. The President shall appoint annually standing committees and special committees. Committee members shall serve until the designation of their successors, except as otherwise provided herein. The chairperson of each standing committee shall be a member of the Board. Other committee members may be appointed from among the membership of the Board and from outside of the Board. Each committee member, with the exception of ex-officio members and consultants, shall be entitled to vote at committee meetings.

SECTION 2. STANDING COMMITTEES. The following committees, each of which shall have a minimum of five (5) members, shall be appointed annually by the President of the Board. Except as otherwise provided herein, each committee's recommendations shall be transmitted to the Board for action.

- A. **DEVELOPMENT AND MARKETING COMMITTEE.** The Development and Marketing Committee shall have responsibility for the financial support of Easterseals CSE Ohio's programs and services, the quality and quantity of volunteer participation in Easterseals CSE Ohio, and the internal and external image of Easterseals CSE Ohio. It shall oversee the fund-raising programs of Easterseals CSE Ohio. It shall review and make recommendations to the Board regarding fund-raising standards and regulations for Easterseals CSE Ohio.

The Development and Marketing Committee shall also oversee the management of a volunteer program for Easterseals CSE Ohio, assist in meeting the volunteer needs of Easterseals CSE Ohio, and maintain an awards program for such volunteers.

The Development and Marketing Committee shall further be responsible for creating a positive image with the public, professionals and consumers of services of Easterseals CSE Ohio and for helping to increase the understanding of the objectives and programs of Easterseals CSE Ohio.

- B. FISCAL COMMITTEE.** The Fiscal Committee, of which the Treasurer shall serve as chair, shall oversee on behalf of the Board all matters relating to the funds, securities and investments of Easterseals CSE Ohio. It shall maintain a continuous and overall review of income and expenditures and shall make recommendations to the Board relating thereto. The Fiscal Committee shall annually present to the Board a budget of anticipated receipts and expenditures for the coming year. It shall, in addition, review regularly Easterseals CSE Ohio's fiscal position and make recommendations to the Board relating thereto. It shall also consider and advise upon any other matters relating to the fiscal management of Easterseals CSE Ohio. The Fiscal Committee shall assure that a certified audit is performed by an independent certified public accountant, which includes Statements of Financial Position, Statements of Activities and Changes in Net Assets, Statements of Cash Flows and Statements of Functional Expense is completed and submitted to Easterseals by December 1 following the end of the fiscal year. This committee shall be responsible for assisting the Board in its oversight of: (i) the integrity of the financial statements of the organization, (ii) the compliance with legal and regulatory requirements, (iii) the independence, qualifications and performance of the independent auditor, and (iv) the appropriateness of the organization's internal control procedures and their implementation. It shall also receive on an annual basis copies of the audited financial statements and the auditor's management letter, and will receive the annual IRS Form 990.

The Fiscal Committee, with the President, shall have authority to act on behalf of the Board on all financial matters which cannot be delayed until the Board's next regularly scheduled meeting. The Fiscal Committee, with the consent of the President, is authorized to commit expenditures up to a total amount which shall be determined from time to time by the Board. Any action taken by such committee pursuant to the foregoing authority shall be reported to the Board at its next regular meeting.

Subject to input from the Program Committee concerning all facilities wherein clients are served, the Fiscal Committee shall also review the status of the buildings, grounds, equipment, and other related facilities of Easterseals and make recommendations to the Board with regard thereto.

- C. PROGRAMS COMMITTEE.** The Programs Committee shall have responsibility for identifying needs for programs and services and for overseeing the planning, implementing, and evaluating the programs of Easterseals CSE Ohio. The Programs Committee shall oversee the quality of programs and services by reviewing and making recommendations to the Board regarding program performance standards and by monitoring compliance with these standards. It shall also be concerned with public and professional education programs.

The Programs Committee shall further study and make recommendations to the Board on policy positions to be taken by Easterseals CSE Ohio regarding legislation and regulations affecting the programs and services of Easterseals CSE Ohio and shall be concerned with Easterseals CSE Ohio's relationships with other public and private agencies serving children and adults with disabilities or other special needs and their families.

This committee shall make recommendations to the Fiscal Committee concerning its needs regarding buildings, grounds, equipment and other related facilities used in carrying out Easterseals' programs and services. The Programs Committee meets on an ad hoc basis.

SECTION 3. GOVERNANCE COMMITTEE.

- A. APPOINTMENT.** The Governance Committee shall be appointed annually as a standing committee of Easterseals CSE Ohio. The President shall appoint at least three (3) members from among the members of the Board, one of whom shall be designated as chairperson of the Governance Committee. The Governance Committee shall meet on an as-needed basis.
- B. RESPONSIBILITIES.** The Governance Committee shall have responsibility for preparing and submitting to the Board a list of nominees for: (i) those directorships on the Board required to be filled at its annual meeting and any additional vacancies then existing; (ii) for the various offices of the Board.

The Governance Committee shall evaluate the participation of members of the Board who are eligible for re-election; analyze the composition of the Board and its future needs; solicit, evaluate, recruit, and select candidates to serve as directors; and nominate one candidate for each directorship to be filled for the coming year based on appropriate geographic distribution of candidates and their qualifications. The Governance Committee shall have responsibility for preparing and submitting to the Board a self-evaluation annually.

SECTION 4. EXECUTIVE COMMITTEE.

- A. APPOINTMENT.** The Executive Committee shall consist of the officers of the Board and the Past President as well as the Governance Committee Chair. The CEO shall serve as staff liaison.
- B. RESPONSIBILITIES.** The Executive Committee shall meet at the call of the President. It shall have authority to act on behalf of the Board on non-policy and emergency matters between Board meetings, provided that such authority shall not operate to circumvent the responsibility and authority vested in the Board and its other committees by these bylaws. Any action taken by the Executive Committee shall be ratified by the Board at its next meeting.

The Executive Committee shall evaluate the performance and review and establish the compensation of the Chief Executive Officer.

ARTICLE VII

REGIONAL ADVISORY BOARDS

Regional Advisory Boards may be established in the various counties served by Easterseals CSE Ohio to provide input from that area to the Board of Trustees, and, in addition, to represent the goals and objectives of Easterseals to those geographic areas. Specifically, the Advisory Boards shall have the following functions:

1. Elect Advisory Board officers and appoint committees and committee chairs.

2. Represent Easterseals to the local community and represent the local community to Easterseals.
3. Identify, recruit, select and orient new Advisory Board members, including meeting standards for consumer involvement and membership.
4. Identify and recommend Advisory Board members for membership on the Board of Trustees.
5. Provide input to the Board of Trustees through committee reports and service on that Board.
6. Contribute annually, both financially and in time commitment as needed and as able.

ARTICLE VIII

CHIEF EXECUTIVE OFFICER

The Board shall employ a Chief Executive Officer of Easterseals CSE Ohio for such period of time and upon such terms and conditions as the Board may determine, except that no director who served on the Easterseals National Board, or on the board of any Affiliate shall be eligible to serve as CEO of Easterseals CSE Ohio for three (3) years after the director's term of service has ended. The CEO shall be the chief executive officer of Easterseals CSE Ohio, and shall have authority to employ and discharge employees of Easterseals CSE Ohio. The CEO shall exercise such other powers customarily given to the chief executive officer of a business organization, including executing any and all contracts, instruments or agreements authorized by the Board. The CEO shall serve ex-officio, without vote, on all committees of Easterseals CSE Ohio except the Governance Committee and shall do and perform such other duties as may be assigned to him from time to time by the Board.

ARTICLE IX

RULES AND PROCEDURES

Unless otherwise provided in these bylaws, "Robert's Rules of Order Newly Revised" shall be observed as the rules of procedure for all meetings of the Board and the committees provided for in these bylaws.

ARTICLE X

FISCAL YEAR

The fiscal year of Easterseals CSE Ohio shall begin on September 1 of each year and end on August 31 of the next succeeding year.

ARTICLE XI

USE OF EASTERSEALS NAME AND SYMBOLS

It is hereby reaffirmed that the trade name "Easterseals", the registered symbol, the stylized Easter Lily by which it is identified, and all other intellectual property rights of Easterseals, Inc., are the sole and exclusive lawful property of Easterseals, Inc., and are used by Easterseals CSE Ohio with

the consent of Easterseals, Inc. Accordingly, in the event of the dissolution of Easterseals CSE Ohio or in the event its affiliation with Easterseals, Inc., shall be terminated, voluntarily or involuntarily, Easterseals CSE Ohio shall thereupon immediately discontinue the further usage of such name and symbol, and of any other name and symbol which may hereafter be adopted by Easterseals, Inc., and authorized for use by Easterseals CSE Ohio, and will promptly take all required action under state law to amend its charter to change its name to a name which does not contain the words “Easter” or “Seals” and which is not otherwise confusingly similar to its present name. Upon any notice of termination of the Membership Agreement, such former affiliate shall no longer identify itself by name or otherwise, directly or indirectly, as a part, or an affiliate of Easterseals in any manner whatsoever and shall not have any of the rights or privileges pertaining to its former status as an affiliate.

ARTICLE XII

INDEMNIFICATION

Easterseals CSE Ohio shall indemnify, to the fullest extent allowed by the laws of the State of Ohio, any and all of its directors, officers or staff, or former directors, officers, or staff, against all judgments, fines and penalties and all costs and expenses reasonably incurred by them or any of them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors, officers or staff (such expenses to include the cost of litigation) except in relation to matters as to which any such director, officer or staff shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct or gross negligence in the performance of duty and/or when indemnification would not be available under Ohio law. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any agreement or otherwise. Easterseals CSE Ohio shall have the power to indemnify other agents as set forth in the laws of the State of Ohio.

ARTICLE XIII

NOTICES

All notices or other communications required or permitted hereunder shall be in writing and shall be deemed given or delivered: (i) when delivered personally or by commercial messenger; (ii) one day following deposit with a recognized overnight courier service, provided such deposit occurs prior to the deadline imposed by such service for overnight delivery; or (iii) when transmitted, if sent by facsimile copy or email, provided confirmation of receipt (whether in hardcopy or electronic format) is received by the sender in each case provided such communication is addressed to the intended recipient at the last known address as set forth in Easterseals CSE Ohio’s corporate records.

ARTICLE XIV

AMENDMENTS

These bylaws may be amended from time to time, or new bylaws adopted, at any time by a concurrent vote of a majority of the Board.

(The Bylaws of Easterseals Central & Southeast Ohio, consist of the foregoing fourteen Articles.)

