

Code of Regulations

Article I

DEFINITIONS

As used in this Code of Regulations, the word "Consortium" means this corporation, that is, OhioNET, and the word "Directors" and the terms "Board of Directors" and "Board" shall mean, unless the context otherwise indicates, the Directors of the Consortium provided for by law and by the Articles of Incorporation of the Consortium.

Article II

CONSORTIA MEMBERSHIP

All Members of the Consortium shall be voting Members (the "Voting Members"). Voting Members shall be libraries, whether public or private, academic or non-academic, which meet one of the following criteria: (i) they meet the terms and conditions of the OhioNET membership policies, as determined by the OhioNET Board of Directors, or (ii) they serve exclusively educational, scientific, or literary purposes, and are the type of organization described in Internal Revenue Code Section 170(c)(1) or (2), or any corresponding equivalent provision of any future Internal Revenue Code. Each Voting Member shall select its own designated representative, who shall be authorized to act on behalf of the Voting Member. The systems, services, products and other benefits made available to, and the fees to be paid by, the Members shall be authorized and determined by the Board of Directors from time to time. Each Member must execute an OhioNET Membership Agreement.

Article III

MEMBERSHIP VOTING RIGHTS

Each Voting Member shall be entitled to one (1) vote on each matter properly submitted to the Voting Members for their vote, consent, waiver, release or other action.

Article IV

MEMBERSHIP MEETINGS

A) Meetings. Meetings of the Voting Members of the Consortium may be called at any time by the Chairman, Vice Chairman, or three members of the Board of Directors, or by ten (10) or more Voting Members of the Consortium, to be held at such time and place as may be designated in the notice of the meeting. Meetings of the Voting Members of the Consortium may be held either within or without this State.

B) Quorum; Voting. At any meeting of the Voting Members of the Consortium, a majority of the Voting Members shall constitute a quorum, but the Voting Members present, whether or not a quorum, may adjourn any meeting from time to time. A majority of the Voting Members present and voting at any meeting at which a quorum is present shall decide any question brought before such meeting, unless the question is one upon which by express provision of law, the Articles of Incorporation or this Code of Regulations, a larger or different vote is required.

C) Communications Equipment. Participation by a Voting Member in a meeting through the use of communications equipment constitutes the presence of such Voting Member at such

meeting and shall entitle the Voting Member to vote through the use of such communications equipment, so long as the communications equipment provides a transmission from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the Voting Member and allows all persons participating in the meeting to contemporaneously communicate with each other. Also, when expressly authorized by the Board of Directors, any matter subject to a vote of the Voting Members may be conducted by mail (or email) in accordance with procedures established by the Board of Directors. When a vote on a matter is conducted via mail (or email), majority approval by the Voting Members is required for the matter to be approved.

D) Notice. Notice of all meetings shall be given in writing to each Voting Member by the Secretary of the Consortium personally or by mail, electronic mail, telephone, telegraph or telefax, at least ten (10) days before the date thereof, and shall state the purpose or purposes of the meeting.

Article V BOARD OF DIRECTORS

A) Qualifications and Election of Directors. The Consortium shall have twelve (12) Directors who shall be elected from the designated representatives of the Voting Membership of the Consortium. Three groups of four (4) Directors each shall hold staggered three-year terms. At least three (3) Directors must be representatives from each of the following categories of libraries: Special, Academic, and Public. The Directors shall be elected by the Voting Members to three-year terms. Each Director shall hold office until his or her successor has been duly elected and qualified. Any vacancy upon the Board of Directors shall be filled by action of the Board. If a Board position is vacated due to the retirement of the Director from his or her Member company, then if there is less than twelve (12) months of such Director's term remaining, he or she may continue to serve on the Board as an ex officio non-voting, advisory member and his or her position shall be filled at the end of his or her term. If there is twelve (12) months or more remaining in the term of such retired Director, then his or her position shall be immediately filled by action of the Board for the remainder of his or her term.

B) Powers of Directors. Except as otherwise provided by law, the Articles of Incorporation, or this Code of Regulations, the Corporate authority, property and affairs of the Consortium shall be exercised, controlled and conducted by the Board of Directors, who shall have authority and power to manage the property, business and affairs of the Corporation, including but not limited to the power to borrow money; acquire grants or gifts; enter into contracts on behalf of the Consortium; purchase, sell, mortgage, lease or otherwise acquire or dispose of property, real or personal.

C) Meetings. A regular meeting of the Board of Directors shall be held annually, and special meetings may be held, all at such time and place as may be determined by resolution of the Board of Directors. Notice of regular meetings of the Board of Directors shall be given by the Secretary to each Director, personally or by mail, electronic mail, telephone, telegraph or telefax, at least ten (10) days prior to the day named for such meeting. A special meeting of the Board of Directors may be called at any time by the Chairman or the Vice Chairman or three or more of the Directors to be held at such time and place as may be designated in the notice of the meeting, notice of which shall be given as above at least three (3) days prior to the date thereof. At any

meeting of the Board of Directors, a majority of the Directors then serving shall constitute a quorum, but a lesser number may adjourn any meeting from time to time until a quorum is present, and the meeting may be held as adjourned without further notice. A majority of the Directors present and voting at any meeting when a quorum is present shall decide any question brought before such meeting, unless the question is one upon which by express provision of law, the Articles of Incorporation or this Code of Regulations, a larger or different vote is required.

D) Communications Equipment. Participation by a Director in a meeting through the use of communications equipment constitutes the presence of such Director at such meeting and shall entitle the Director to vote through the use of such communications equipment, so long as the communications equipment provides a transmission from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the Director and allows all persons participating in the meeting to contemporaneously communicate with each other.

E) Removal of Directors. A member of the Board of Directors may be removed with or without cause by either a two-thirds (2/3) vote of the Directors or by a two-thirds (2/3) vote of the Voting Members.

Article VI

ACTION WITHOUT MEETING

A) Writing. Any action that may be authorized or taken at a meeting of the Members, or the Directors, as the case may be, may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the Directors who would be entitled to notice of a meeting for that purpose, or, in the case of Members, by a majority of the Members. Any such writing shall be filed with or entered upon the records of the Consortium.

B) Communications Equipment. Any transmission by communications equipment that contains an affirmative vote or approval of the person described in subsection (A) above is a signed writing for purposes of this section. The date on which that transmission by communications equipment is sent is the date on which the writing is signed.

Article VII

OFFICERS

A) Chairman. The Officers of the Consortium shall consist of a Chairman of the Board of Directors, the Past Chairman of the Board of Directors, a Vice Chairman, a Secretary, and a Treasurer, all of whom must be members of the Board of Directors. The Chairman and Vice Chairman shall be elected by the Board of Directors. They shall serve for a term of one (1) year, and until their successors are elected and qualified, and may succeed themselves, with a maximum of three (3) consecutive terms. The Past Chairman shall be the immediate prior Chairman and shall serve until a new Chairman is elected.

B) Secretary and Treasurer. The Secretary and Treasurer shall be elected by the Board of Directors and shall have such terms and succession as determined by the Board of Directors upon their appointment.

C) Powers. The Chairman, Past Chairman, Vice Chairman, Secretary and Treasurer of the Consortium shall have such powers and duties as are normally incident to such offices.

D) Executive Director/CEO. There shall be an Executive Director/CEO of the Consortium who shall be chosen by the Board of Directors and shall serve at the pleasure of the Board. The Executive Director/CEO shall have, subject to the direction of the Board of Directors and the Chairman, direct administrative supervision over the conduct of the business and affairs of the Consortium.

E) Removal. All Officers are subject to removal by action of the Board.

Article VIII COMMITTEES

A) Executive Committee. There shall be an Executive Committee consisting of the Officers. The Executive Committee shall have and exercise all the powers of the Board between meetings. The Executive Committee shall act as the agenda setting committee regarding matters to be brought to the Board, shall approve the annual audit, and shall act for the Board between meetings of the Board; provided that the Executive Committee is not authorized to fill vacancies on the Board or in any office.

B) Other Committees. The Board of Directors may create such other committees as it from time to time deems appropriate. The resolution creating any such committee shall designate the number of members of the Board or such other persons who are to serve as voting members or non-voting members of the Committee, the chairman of the committee, the authority, if any, of the Board which the committee shall have when the Board is not in session, which authority must be specifically granted, and any limitations thereon, and the functions the committee shall discharge.

Article IX NEGOTIABLE INSTRUMENTS, CONTRACTS, ETC.

A) Authority. All checks, drafts, bills of exchange, notes or other instruments or orders for the payment of money shall be signed in the name of the Consortium, or, if made payable to the Consortium, may be endorsed for deposit to the credit of the Consortium, by such officer or officers, person or persons, as the Board of Directors may from time to time designate by resolution.

B) Execution. The Board of Directors may authorize any officer or officers, agent or agents, in the name of and on behalf of the Consortium, to enter into or execute and deliver any and all deeds, bonds, mortgages, contracts, and other obligations or instruments, and such authority may be general or confined to specific instances.

Article X CONFLICTS OF INTEREST

A) Purpose. The purpose of the conflicts of interest policy is to protect the interest of the Consortium when it is contemplating entering into a transaction or arrangement, (1) that might benefit the private interest of an officer or Director of the Consortium or (2) with respect to which an officer or Director of the Consortium may have conflicting interests or interests which may appear to conflict with the interests of the Consortium.

B) Policy. The Consortium's conflicts of interest policy is contained in the Board of Directors Manual.

Article XI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the extent permitted by Ohio law, the Consortium shall indemnify any present or former Director or Officer against expenses (including attorney's fees), judgments, decrees, fines, penalties, amounts paid in settlement and other liabilities in connection with the defense of any pending or threatened action, suit, or proceeding whether criminal, civil, administrative or investigative, to which such person is or could reasonably expect to be made a party, provided:

- (a) that such person was not guilty of willful or wanton misconduct in the performance of his or her duty to the Consortium;
- (b) that such person acted in good faith in what he or she reasonably believed to be the best interests of the Consortium; and
- (c) that, in any matter the subject of a criminal action, suit, or proceeding, such person had no reasonable cause to believe that his or her conduct was unlawful.

The determination as to (a), (b), and (c) above shall be made:

- (1) by a majority vote of a quorum of the Board of Directors consisting of said Directors who are not or were not parties to or threatened with such action, suit, or proceeding; or
- (2) if such a quorum is not available, or even if obtainable if a majority of such quorum of disinterested Directors so directs, by a written opinion of independent legal counsel to whom the matter may be referred by a majority of Directors.

The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or plea of guilty or nolo contendere shall not create a presumption that such person did not meet the standards of conduct set forth in this Article.

To the extent that any such person has been successful on the merits, procedural or otherwise, with respect to any such action, suit or proceeding, or in the defense of any claim, issue, or matter therein, such person shall be indemnified against expenses incurred in connection therewith regardless of the determination specified in the above paragraph of this Article.

The indemnification provided by this Article shall not be deemed exclusive of, or in any way to limit, any other rights to which any person eligible for indemnification may be or may become entitled as a matter of law, or pursuant to the Articles of Incorporation, the Code of Regulations, agreements, insurance coverage, action of the Members, or otherwise. The indemnification provided by this Article shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

Irrespective of the provisions of this Article, the Board of Directors at any time or from time to time, may approve the indemnification of Directors and Officers or other persons to the full extent permitted by the provisions of the Ohio General Non-Profit Corporation law at the time in effect, whether on account of past or future transactions.

The extension of rights of indemnification hereunder by liberalization of any existing law of the State of Ohio shall not be construed as limiting any right of indemnification of any Director or Officer which has accrued under an existing law. It is the intention of this provision that any liberalization of the law of the State of Ohio shall inure to the benefit of Directors and Officers entitled to indemnification. No change in the law of Ohio decreasing the rights of indemnification shall be deemed to derogate from or decrease any right of indemnification which shall have accrued or vested prior to the change in such law.

If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effect of the remaining provisions of this Article shall not be affected.

Article XII AMENDMENTS

This Code of Regulations may be amended in accordance with either of the following procedures: (a) at any meeting of the Voting Members of the Consortium by the affirmative vote of a majority of a quorum of the Voting Members of the Consortium, provided notice of such amendment shall have been given in the notice of the meeting; or (b) by conducting a vote of the Voting Members via mail (or email) in accordance with the procedures and requirements for such a vote as set forth in Articles IV and VI hereof.

20 December 1977

Amended 19 May 1980

Amended 16 May 1989

Amended 15 October 2008

Amended 21 June 2017