

ideastream
AMENDED AND RESTATED CODE OF REGULATIONS
Adopted October 23, 2008, Revised November 8, 2018

ARTICLE I

MEMBERS

Section 1. Designation of Members. The voting members of the Corporation ("Members") shall consist of those persons who are serving from time to time as the members of the Board of Trustees of the Corporation. The Corporation will have no members other than the Trustees. The Trustees of the Corporation, for the purpose of any statute or rules of law relating to nonprofit corporations, will be deemed to be the sole members of the Corporation, with all of the rights and privileges of members.

ARTICLE II

TRUSTEES

Section 1. Authority and Duties. The Board of Trustees shall have general supervision over and charge of the property, affairs, and finances of the Corporation. Without limiting the generality of the foregoing, the Board of Trustees shall elect the officers of the Corporation.

Section 2. Number, Term of Office, Eligibility, Election and Removal of Trustees.

2.1 The Board of Trustees shall consist of persons who are elected at the annual meeting, designated from time to time by the affirmative vote of a majority of the members of the Board of Trustees or otherwise specified in this Code of Regulations, but in no event shall such number of Trustees be less than three (3).

2.2 Any Trustee at any time may be removed from office for any cause deemed sufficient by the Board of Trustees, by a vote of at least sixty (60) percent of the voting authorized number of Trustees. Any vacancy on the Board of Trustees, however arising, may be filled for the unexpired term by the vote of the majority of the remaining Trustees present at any meeting of the Board of Trustees at which a quorum is present.

2.3 Trustees shall be divided into three classes with terms of each class staggered so that approximately one-third of the Trustees are elected annually. Each Trustee shall serve for a term of three years and until his or her successor has been chosen in the manner herein before provided, except in the case of death, resignation or removal. Any Trustee may resign at any time by filing with an officer of the Corporation a written resignation.

2.4 Except as set forth below, the period of service for a Trustee shall be limited to three (3) consecutive three (3) year terms. Any partial term of less than three (3) years at the commencement of a Trustee's service shall be disregarded for purposes of the three (3) consecutive three (3) year term limitation. The limitation on the number of consecutive terms of a Trustee shall not apply to any Emeritus Trustee, to any officer of the Corporation as long as the officer is holding an office as high as or higher than he or she held at the end of his or her third consecutive three (3) year term or to any initial period of service by a Trustee completing a term open or vacated by another Trustee.

2.5 The person hired to serve as the President and Chief Executive Officer shall serve as a Trustee at the pleasure of the Board of Trustee for a term that coincides with his or her employment with the Corporation.

2.6 The year-end for the purpose of calculating the term of any Trustee shall be the end of the first regularly-scheduled meeting of the Board of Trustees held after September 1 of each year.

Section 3. Emeritus Trustees. In addition to the Trustees provided for above, the Trustees may at any annual meeting elect one or more persons as Emeritus Trustees of the Corporation for his or her lifetime eligible to attend the meetings of the Board of Trustees as a non-voting Trustee, it being understood that an Emeritus Trustee shall not be counted toward quorum and shall be chosen from Trustees who have demonstrated a significant commitment and substantial service to the Corporation or a predecessor organization.

ARTICLE III

Meetings of the Board of Trustees

Section 1. Annual Meeting. The Board of Trustees shall hold an annual meeting at such time and place as may be designated from time to time by the Board of Trustees and include the purpose of electing officers and transacting any other business.

Section 2. Regular Meetings. Regular meetings of the Board of Trustees shall be held quarterly or at such other intervals, and on such dates as the Board of Trustees, the Chair of the Board or the President and Chief Executive Officer may determine. Such meetings shall be held at the principal office of the Corporation or at such other place as may be determined.

Section 3. Special Meetings. Special meetings of the Board of Trustees may be held at any time within the State of Ohio upon call by the Chair of the Board, the President and Chief Executive Officer, or at the written request of any three (3) Trustees.

Section 4. Notice of Meetings. Written notice of the time and place of each meeting of the Board of Trustees shall be given to each Trustee by personal delivery, mail (including email) or facsimile at least five (5) days before the meeting, which notice need not specify the purpose of the meeting. If any meeting lacks proper notice, (i) the attendance of any Trustee at any such meeting without protesting prior to or at the commencement of the meeting shall be deemed to be a waiver by the Trustee of notice of such meeting; and (ii) any such notice may be waived in writing, either before or after the holding of such meeting, by any Trustee, which writing shall be filed with or entered upon the records of the meeting, unless otherwise indicated in the notice thereof, any business may be transacted at any meeting.,

Section 5. Quorum; Adjournment. A quorum of the Board of Trustees shall consist of one-third (1/3) of the authorized number of voting members of the Board of Trustees. A majority of the Trustees present at a meeting duly called may adjourn such meeting from time to time. If any meeting is adjourned, notice of such adjournment need not be given if the time and place to which such meeting is adjourned are fixed and announced at such meeting. At each meeting of the Board of Trustees all questions and business shall be determined by a majority vote of those present as long as a quorum was present when the meeting commenced, except for the approval of operating and capital budgets which shall require a majority vote of the authorized number of voting Trustees and in those other matters for which this Code of Regulations expressly provides for a higher proportion of the authorized member of voting Trustees.

Section 6. Action Without a Meeting. Any action which may be authorized or taken at a meeting of the Board of Trustees may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, all of the Trustees, which writing or writings shall be filed with or entered upon the records of the Corporation.

Section 7. Meetings by Means of Telecommunications. A Trustee may participate in a Board of Trustees meeting by any means of communication through which the Trustee, other persons so participating and all persons physically present at the meeting can simultaneously hear each other, and participation in a meeting by any Trustee pursuant to this Section shall constitute that Trustee's presence at such meeting.

ARTICLE IV

COMMITTEES

Section 1. Authority and Standing Committees. The Board of Trustees may act by and through such committees as may be specified in resolutions adopted by a majority of all of the members of the Board of Trustees. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Trustees. Each such committee shall at all times be subject to the control and direction of the Board of Trustees. The Board of Trustees shall have five (5) standing committees: (i) Executive Committee, (ii) Budget and Finance Committee, (iii) Audit and Risk Committee, (iv) Strategy Committee and (v) Nomination and Governance Committee.

Section 2. Executive Committee. The Executive Committee will consist of the Chair of the Board, the Vice-Chair(s) of the Board, the Treasurer, the Secretary, the immediate past Chair of the Board of Trustees if that person is then a member of the Board of Trustees, the chair or co-chairs of each Standing Committee of the Board, any at-large members approved by the Board of Trustees and the President/CEO.

2.1 The Chair of the Board shall serve as the chair of the Executive Committee.

2.2 The Executive Committee of the Board of Trustees shall be vested with the authority to act for the full Board of Trustees between its meetings except that the Executive Committee shall not have authority to adopt, amend, or repeal this Code of Regulations, remove the Chair, Vice Chair President & CEO or any Trustee of the Board, or to take any action prohibited by applicable law.

2.3 At all meetings of the Executive Committee for any purpose, a majority of the voting members of the Executive Committee shall be necessary and sufficient to constitute a quorum. The affirmative vote of a majority of the voting members present at any meeting at which a quorum is present shall be necessary and sufficient for approval of action by the Executive Committee unless otherwise specified in this Code of Regulation or required by law. Any action taken by the Executive Committee on behalf of the full Board of Trustees shall be promptly reported to the remaining members of the Board of Trustees.

Section 3. Budget and Finance Committee. The Budget and Finance Committee's duties shall be to ensure the fiscal stability and long term economic health of the Corporation. The Budget and Finance Committee is responsible for the management and control of all financial matters of the Corporation including but not limited to the establishment and regular review of routines for internal controls and business practices.

Section 4. Audit and Risk Committee. The Audit and Risk Committee's duties shall be to oversee the adequacy of the Corporation system of internal controls and financial reporting practices. The Committee will be directly responsible for the appointment and oversight of the work of any registered public accounting firm employed by the Corporation and the public accounting firm shall report directly to the Committee.

Section 5. Nomination and Governance Committee. The Nomination and Governance Committee's duties shall be to provide strategic focus to the development, structure, membership, and activities of the Board and ensure that the Board of Trustees provides effective governance for the Corporation in alignment with institutional values and mission. The Committee shall evaluate prospective Trustees candidates and recommend them to the Board for approval; orient new Trustees; provide continuing education and development for Trustees on governance matters; and evaluate the performance of the Board and of individual Trustees to ensure a culture of institutional stewardship and Board accountability.

Section 6. Strategy Committee. The Strategy Committee's duties shall be to establish and monitor the major goals and objectives of the strategic plan. The Committee shall also identify partnerships to leverage assets for community service and oversee the ascertainment of community needs and interests.

Section 7. Appointment, Delegation of Authority and Other Committees. The membership on all Board committees and the positions of committee chair, co-chair, if any (but no Committee shall have more than two co-chairs), and vice chair(s), if any, thereof shall be designated by the Chair of the Board of Trustees in consultation with the President and Chief Executive Officer and other members of the Board, except where these Code of Regulations specify otherwise, and must be approved by the Board.

7.1 Membership on Board committees is not limited to members of the Board of Trustees, but the majority of members of any committee must be voting members of the Board of Trustees. However, the chair, co-chair, if any, and vice chair, if any, of any Board committee must be a member of the Board of Trustees.

7.2 The Chair of the Board of Trustees and the President and Chief Executive Officer shall serve as ex officio members on all Board committees except where these Code of Regulations specify otherwise.

7.3 The President and Chief Executive Officer shall not serve as a voting member or ex officio member of any Board committee that oversees his or her compensation and performance.

Section 8. Committee Meetings and Voting

8.1 Each committee of this corporation may establish the time for its regular meetings and may change that time as it from time to time deems advisable.

8.2 Special meetings of any committee of this Corporation may be called by the chair of that committee, or by the President and Chief Executive Officer. Two (2) days' notice by mail, telephone or telegraph shall be given of any special meeting of a committee.

8.3 The presence of a majority of the membership of any committee of this Corporation shall constitute a quorum at any meeting thereof, but the members of a committee present at any such meeting, although less than a quorum, may adjourn the meeting from time to time.

8.4 At all meetings of a committee of this Corporation each member thereof shall be entitled to cast one (1) vote on any question coming before such meeting. A majority vote of the members of a committee of this Corporation present at any meeting thereof, if there be a quorum, shall be sufficient for the transaction of the business of such committee.

Section 9. Action Without a Meeting. Any action which may be authorized or taken at a committee meeting under this ARTICLE IV may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, all of the committee members. All Committee members shall be notified immediately of the effective date of any such written action that is duly taken.

Section 10. Meetings by Means of Telecommunications. A committee member may participate in a committee meeting under this ARTICLE IV by any means of communication through which the committee member, other persons so participating and all persons physically present at the meeting can simultaneously hear each other during the meeting, and participation in a meeting by any committee member pursuant to this Section shall constitute that committee member's presence at such meeting.

ARTICLE V

OFFICERS

Section 1. Election, Designation and Removal of Officers. The Board of Trustees shall elect a Chair of the Board, a President and Chief Executive Officer, a Treasurer, a Secretary, and such other officers as the Board of Trustees may deem necessary. Any two or more of such offices may be held by the same person, except that the Chair of the Board and the President and Chief Executive Officer shall hold no other offices. No officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers. Any officer who is a Trustee may be removed from office for any cause deemed sufficient by the Board of Trustees by a vote of at least sixty (60) percent of the authorized number of voting Trustees.

Section 2. Term of Office; Vacancies. The officers of the Corporation shall be elected at the annual meeting of the Board of Trustees or any meeting called for such purpose and shall hold office until the next annual meeting of the Board of Trustees and until their successors are elected, except in the case of resignation, removal from office, or death. The Board of Trustees may remove any officer who is not a Trustee at any time with or without cause by a majority vote of the Trustees then in office. Any vacancy in any office may be filled by the Board of Trustees.

Section 3. Chair of the Board. The Chair of the Board shall preside at meetings of the Members and the Board of Trustees, and shall have such other duties and powers as from time to time shall be required of and vested in him or her by the Board of Trustees.

Section 4. President and Chief Executive Officer. The President and Chief Executive Officer shall be the chief executive officer and the chief administrative officer of the Corporation, shall have general direction over the Corporation's activities, affairs and property, shall report to the Board of Trustees, and shall have such other and further duties and powers as from time to time shall be required of and vested in him or her by the Board of Trustees.

Section 5. Treasurer. The Treasurer shall oversee the financial affairs of the Corporation, including the preparation of financial reports, the budget, the annual audit, and shall have such authority and shall perform such duties as may be determined by the Board of Trustees.

Section 6. Secretary. The Secretary shall keep the minutes of meetings of the Members and of the Board of Trustees. He or she shall keep such books as may be required by the Board of Trustees, shall give notices of the meetings of the Members and of the Board of Trustees required by law, or by Code of Regulations, or otherwise, and shall have such authority and shall perform such other duties as may be determined by the Board of Trustees.

Section 7. Other Officers. Any other officers whom the Board of Trustees may elect including Vice Chair(s), Assistant Treasurer and Assistant Secretary, shall, respectively, shall have such authority and perform such duties as may be determined by the Board of Trustees.

Section 8. Delegation of Authority and Duties. The Board of Trustees is authorized to delegate the authority and duties of any officer to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein, including a delegation of authority due to the absence of, or when circumstances prevent, the Chair of the Board from acting.

ARTICLE VI

NON-DISCRIMINATION

The selection of members of the Board of Trustees, officers, and members of the staff, both voluntary and professional, shall be made without discrimination based upon age, sex, color, race, religion, or national origin.

ARTICLE VII

INDEMNIFICATION

Section 1. Third Party Action Indemnification. The Corporation shall, to the full extent permitted by any applicable law, indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, including all appeals (other than an action, suit, or proceeding by or in the right of the Corporation), by reason of the former or present capacity of the person as a Trustee, Emeritus Trustee, Chair's Council member, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a member, trustee, director, officer, or employee of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding, unless it is proved by clear and convincing evidence in a court of competent

jurisdiction that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation and that, with respect to any criminal action or proceeding, he had reasonable cause to believe his conduct was unlawful; the termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, constitute such proof.

Section 2. Derivative Action Indemnification. Other than in connection with an action or suit in which the liability of a trustee under Section 1702.55 of the Ohio Revised Code is the only liability asserted, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Trustee, Emeritus Trustee, Chair's Counsel member, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a member, trustee, director, officer, or employee of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of the action or suit unless it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation, except that the Corporation shall indemnify him to the extent the court in which the action or suit was brought determines upon application that, despite the proof but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Determinations of Indemnification Rights. Any indemnification under Section 1 or Section 2 of this ARTICLE VII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Trustee, Emeritus Trustee, Chair's Council member, director, officer, or employee is proper in the circumstances. The determination shall be made (a) by a majority vote of those Trustees who, in number constitute a quorum of the Trustees and who also were not and are not parties to or threatened with any such action, suit, or proceeding or (b), if such a quorum is not obtainable (or even if obtainable) and a majority of disinterested Trustees so directs, in a written opinion by independent legal counsel compensated by the Corporation or (c) by the court in which the action, suit, or proceeding was brought.

Section 4. Advances of Expenses. Unless the action, suit, or proceeding referred to in Section 1 or Section 2 of this ARTICLE VII is one in which the liability of a trustee under Section 1702.55 of the Ohio Revised Code is only the liability asserted, expenses (including attorneys' fees) incurred by the Trustee, Emeritus Trustee, Chair's Council member, officer, or employee of the Corporation in defending the action, suit, or proceeding shall be paid by the Corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Trustee, Emeritus Trustee, Chair's Council member, officer, or employee in which he agrees both (a) to repay the amount if

it is proved by clear and convincing evidence in a court of competent jurisdiction that his action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation and (b) to cooperate with the Corporation concerning the action, suit, or proceeding.

Section 5. Purchase of Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, including, but not limited to, trust funds, letters of credit, and self-insurance, for or on behalf of any person who is or was a Trustee, Emeritus Trustee, Chair's Council member, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a member, trustee, director, officer, employee, or agent of another domestic or foreign nonprofit corporation or corporation for profit, or a partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against liability under the provisions of this ARTICLE VII or of the Ohio Nonprofit Corporation Law. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

Section 6. Mergers. Unless otherwise provided in the agreement of merger pursuant to which there is a merger into this Corporation of a constituent corporation that, if its separate existence had continued, would have been required to indemnify members, trustees, directors, officers, or employees in specified situations, any person who served as a member, trustee, officer, or employee of the constituent corporation, or served at the request of the constituent corporation as a member, trustee, director, officer, or employee of another domestic or foreign nonprofit corporation, or corporation for profit, or a partnership, joint venture, trust, or other enterprise, shall be entitled to indemnification by this Corporation (as the Surviving Corporation) to the same extent he would have been entitled to indemnification by the constituent corporation if its separate existence had continued.

Section 7. Non-Exclusivity; Heirs. The indemnification provided by this ARTICLE VII shall not be deemed exclusive of, and shall be in addition to, any other rights granted to a person seeking indemnification as a matter of law or under the Articles of Incorporation, this Code of Regulations, any agreement, vote of the Trustees or the disinterested Trustees, any insurance purchased by the Corporation, any action by the Trustees to take into account amendments to the Ohio Nonprofit Corporation Law that expand the authority of the Corporation to indemnify a trustee, director, officer or employee of the Corporation or any other person, or otherwise, both as to action in his official capacity and as to action in another capacity while holding an office or position, and shall continue as to a person who has ceased to be a trustee, director, officer or employee and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 8. Liability of a Trustee or Officer. Other than in connection with an action or suit in which the liability of a Trustee under Section 1702.55 of the Ohio Revised Code is the only liability asserted, a Trustee or officer of the Corporation shall be liable in damages for any action he takes or fails to take as a Trustee or as an officer, as the case may be, only if it is proved, by clear and convincing evidence, in a court with jurisdiction that his act or omission was one undertaken with deliberate intent to cause injury to the Corporation or was one undertaken with a reckless disregard for the best interests of the Corporation.

Section 9. No Mandatory Indemnification of Volunteers. Section 1702.12(E)(5) of the Ohio Nonprofit Corporation Law shall not apply to the Corporation to the extent that it requires the indemnification of volunteers (as that term is defined in Section 1702.01(N) of the Ohio Nonprofit Corporation Law) other than Trustees, Emeritus Trustees, Chair's Council Members or officers of the Corporation or members, trustees, directors, or officers of another domestic or foreign nonprofit corporation or corporation for profit, or partnership, joint venture, employee benefit plan, trust, or other enterprise serving as such at the request of the Corporation.

ARTICLE VII

MISCELLANEOUS

Section 1. Authority to borrow, encumber assets. No Trustee, Emeritus Trustee, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Trustees. Authority may be given by the Board of Trustees for any of the above purposes and may be general or limited to specific instances.

Section 2. Signature Authority. All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation shall be signed on behalf of this corporation by the President and Chief Executive Officer or by such other person or persons as may be designated from time to time by the Board of Trustees.

Section 3. Trustee Conflict of Interest. This Corporation shall not enter into any contract or transaction with (a) one (1) or more of its Trustees or (b) an organization in or of which a Trustee is a director, officer or legal representative or has a material financial interest, unless the material facts as to the contract or transaction and as to the Trustee's interest are fully disclosed or known to the Board of Trustees, and the Board of Trustees authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the Trustees (without counting the interested Trustee), at a meeting at which there is a quorum without counting the interested Trustee.

Section 4. Community Advisory Board. The Board of Trustees may authorize a Community Advisory Board (“CAB”) to assist in strengthening the service provided by the Corporation. The terms of one-third of the members of the CAB shall terminate each year, to be replaced by election by the CAB and approved by the Corporation’s Board of Trustees, upon nominations of individuals who meet the minimum requirements for serving on the CAB as may be amended from time to time by the Board of Trustees. The Chair of the CAB shall be elected annually by the members of the Board of Trustees and serve as a non-voting member of the Board of Trustees.

Section 5. Chair’s Council. The Board of Trustees authorizes the Chair to oversee the Chair’s Council. The Chair’s Council provides interested and involved former trustees (exclusive of Emeritus Trustees) with the opportunity to continue their active participation with and financial support of the Corporation.

Section 6. Amendments. This Code of Regulations may be amended, or a new Code of Regulations may be adopted, by the Trustees at a meeting held for such purpose, by the affirmative vote of a majority of the Trustees present at a meeting at which a quorum is present when the meeting commenced or, without a meeting, by the written consent of two-thirds of the Trustees provided however that in the case of an amendment to Article II, Section 2 and Article V, Section 1, the affirmative vote of Trustees required for adoption shall be sixty (60) percent of the Trustees.

CERTIFICATION

I, Stephanie Y. McHenry, do hereby certify that I am the duly elected and qualified Secretary of ideastream, a non-profit corporation organized under the laws of the State of Ohio.

I certify that the foregoing is a true and correct copy of the Restated Code of Regulation adopted by the Board of Trustees on November 8, 2018.

Stephanie Y. McHenry
Secretary