

Code of Regulations

Adopted on August 27th, 2014

Code of Regulations

The Greater Cincinnati Hazardous Materials Unit, Inc

ARTICLE I

Location

The principal office of The Greater Cincinnati Hazardous Materials Unit, Inc. (the "Corporation"), at which the general business of the Corporation shall be transacted and where the records of the Corporation shall be kept, shall be at such place in Ohio as shall be fixed by the Board of Directors.

ARTICLE II

Members

Section 2.1: Members. The Members of the Corporation shall be those persons who serve as Directors and their respective memberships shall last during their respective terms of office as Directors. The Directors shall have all the rights and privileges of Members as are provided under Ohio nonprofit corporation law including Section 1702.14 of the Ohio Revised Code.

Section 2.2: Meetings. All matters involving time, place, notice, and quorum for a meeting of members shall be the same as specified in Article III below for a meeting of the Board of Directors.

Section 2.3: Action of Members without Meeting. Any action which may be authorized or taken at a Board of Directors meeting may be authorized or ratified without a meeting by a written consent of a majority of all such members (or Directors acting as such) pursuant to Section 1701.25, Ohio Revised Code, or any successor provision.

ARTICLE III

Board of Directors

Section 3.1: Powers and Duties. The entire direction and management of the affairs of the Corporation shall be vested in its Board of Directors who shall have complete discretion over the business activities, funds and properties of the Corporation, and who shall have complete authority with respect to the expenditures and disbursements, necessary to carry out the purposes and activities of the Corporation. A Director shall perform his or her duties as a director of the Corporation, including his or her duties as a member of any committee of the Corporation, in good faith, in a manner he or she reasonably believes to be in, or not opposed to, the best interests of the Corporation and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

Section 3.2: Number of Directors. The number of Directors shall consist of two representatives from each Contracting Entity, unless the Board of Directors determines otherwise, plus up to two at-large Directors elected in accordance with these provisions. A “Contracting Entity” is a local, state or federal qualified Emergency Management Agency, a political subdivision, a corporate entity or other legal person that has entered into a Service Contract with the Corporation. A “Service Contract” is a binding agreement between the Corporation and an individual Contracting Entity that sets forth the terms and conditions under which the Corporation shall provide emergency response services to the Contracting Entity. The number of Directors may be increased or decreased by a vote of a majority of the total number of Directors; provided, however, that notice of any increase or decrease in the number of Directors shall be included in the notice of such meeting. No decrease in the number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

Section 3.3: Term of Office.

(a) The Directors shall hold office for a term of two (2) years commencing on the day of the annual meeting at which the Director is elected and ending on the day of the second annual meeting thereafter. A Director may serve successive terms.

(b) The Board of Directors may, upon majority vote of the Directors, be divided into two (2) groups or classes, each consisting of approximately one-half of the then current total number of Directors. The Directors in each group shall be elected for a term of two years such that the term of office of one such group shall terminate each year. To maintain two (2) classes of directors consisting of approximately the same number of persons, certain Directors may be assigned to and shall serve one-year and two-year terms so as to establish or maintain staggered terms whereby approximately one-half of the Directors' terms expire each year.

Section 3.4: Election of Directors. The Directors shall be elected at the annual meeting of the Board of Directors, or at a special meeting of the Board of Directors called for such purpose. Election shall be by a majority vote of the Directors constituting a quorum and entitled to vote at such meeting.

Section 3.5: Removal. The Board of Directors may remove any Director for cause.

Section 3.6: Vacancies. The Board of Directors may fill any vacancy that may occur in the Board of Directors by election of a successor to hold office during the unexpired term of the vacant Director position. Election shall be by a majority vote of the Directors constituting a quorum and entitled to vote at such meeting.

Section 3.7: Meetings.

Section 3.7.1: Regular Meetings. Meetings of the Board of Directors shall be held at the principal office of the Corporation or such other place elsewhere as may be determined by the Board, no less frequently than quarterly.

Section 3.7.2: Annual Meeting. The annual meeting of the Board of Directors for the election of officers and the transaction of other business shall be held at the time and place, within or without the State of Ohio, the Board of Directors designates.

Section 3.7.3: Special Meetings. Special meetings of the Board of Directors may be called at any time (a) by the President, (b) by the Board of Directors or (c) upon the written request of two (2) or more Directors. Any person or persons entitled to call a special meeting of the Board of Directors may make a written request to the President to call the meeting, and the President shall instruct the Secretary to give notice of the meeting. If the Secretary fails to give notice of the meeting within seven (7) days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place and give notice of the meeting.

Section 3.8: Notice of Meetings.

Section 3.8.1: Annual and Regular Meetings. Written notice of each annual and other regular meeting of the Board of Directors stating the place, if any, and the time thereof shall be delivered personally, sent by fax, email or any other authorized communications equipment (as that term is defined in the Ohio nonprofit corporation statute) or sent by U.S. mail or courier service with postage and fees prepaid not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of the Corporation or the address furnished for transmissions, unless notice is waived.

Section 3.8.2: Special Meetings. Written notice of each special meeting of the Board of Directors stating the place, if any, and time and purpose thereof shall be delivered personally, sent by fax, e-mail or any other authorized communications equipment or sent by U.S. mail or courier service with postage and fees prepaid not less than five (5) nor more than thirty (30) days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of the Corporation or the address furnished for transmissions, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

Section 3.8.3: Waiver. Any Director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. An electronic transmission that contains a waiver is a writing for the purposes of this section. Attendance at a meeting, whether in person or electronically, without protesting, prior to or at the beginning of the meeting, the lack of proper notice is deemed a waiver of such notice.

Section 3.9: Quorum and Voting.

Section 3.9.1: The presence of twenty-five percent (25%) of the Board of Directors shall constitute a quorum at any meeting, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting.

Section 3.9.2: At all meetings of the Board of Directors, each Director shall be entitled to cast one vote on any question coming before the Board. Unless otherwise provided in these Regulations, a majority vote of the Directors present at any meeting, if there is a quorum, shall be sufficient to transact any business.

Section 3.9.3: A Director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors.

Section 3.10: Adjourned Meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 3.11: Written Action. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting when authorized in a written action signed by all of the Directors. Any electronic transmission that contains an affirmative vote or approval of a Director is a signed writing for the purposes of this section.

Section 3.12: Attendance Through Authorized Communications Equipment. Meetings of the Board of Directors may be held through any authorized communications equipment if all persons so participating can hear each other or contemporaneously communicate with each other and such participation shall constitute presence at such meeting.

Section 3.13: Advisory Board. The Board of Directors may appoint an advisory committee or committees, designated as an Advisory Board. An Advisory Board shall perform such functions as may be assigned to it by the Board of Directors. The Board of Directors shall have the power to establish terms of office for members of an Advisory Board and to fill vacancies in, or change the membership of, an Advisory Board. The chairperson of an Advisory Board shall be appointed by the Board of Directors.

Section 3.14: Compensation. No member of the Board of Directors shall receive compensation for his or her services as a member of the Board of Directors, except as may be related to reimbursement of expenses incurred in advancing the interests and business of the Corporation and such expenses are approved by the Board of Directors or the President and Treasurer.

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Officers

Section 4.1: Officers; Tenure. The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer and any other officers the Board of Directors designates. The Board of Directors shall elect all officers at their annual meeting to serve for terms of one (1) year or until their respective successors are elected and have qualified or for such period as the Board of Directors designates. A person may hold more than one office at a given time.

Section 4.2: Powers and Duties. Officers of the Corporation shall have such powers and perform as follows:

Section 4.2.1: President. The President shall be the chief executive officer of the Corporation. He shall preside, when present, at all meetings of the Board of Directors and perform such other duties as the Board of Directors shall designate. The President, unless some other person is specifically authorized by the Board of Directors, shall sign all contracts.

Section 4.2.2: Vice-President. Except as specifically limited by the Board of Directors, the Vice-President shall perform the duties and have the powers of the President during the absence or disability of the President.

Section 4.2.3: Secretary. The Secretary shall keep accurate minutes of all meetings of the Board of Directors, and shall perform all duties commonly incident to his office, and shall perform such other duties and have such other powers as the Board of Directors may designate. In his absence at any meeting, an Assistant Secretary or Secretary pro tempore shall perform his duties thereat.

Section 4.2.4: Treasurer. The Treasurer shall be the chief fiscal officer of the Corporation and shall have the care and custody of all funds and securities and all other valuable papers of the Corporation. Subject to the direction and control of the Board of Directors, he shall have general charge of the financial affairs of the Corporation. He shall deposit all funds of the Corporation in such banks, trust companies, savings and loan associations, or with such firms doing banking business, as the Board of Directors shall designate. No movement of funds is permitted unless the Treasurer has received permission from the Board of Directors. This includes any movement of funds not approved by the Board of Directors in the annual operating budget. The Treasurer may hold the same office while also serving as an operational employee of the Corporation.

Section 4.3: Signature of Authority. All deeds, mortgages, leases, bonds, and notes shall be signed by two (2) authorized officers with the consent of the Board of Directors. The Board of Directors shall establish the dollar limits of checks and contracts requiring the signatures of more than one authorized person.

Section 4.4: Removal. The Board of Directors may remove any officer of the Corporation for cause.

Section 4.5: Vacancies. The Board of Directors may fill any vacancy that may occur in any office by electing a successor to hold office during the unexpired term of the vacant office.

Section 4.6: Executive Committee. The Executive Committee shall consist of the following Officers of the Corporation: President, Vice-President, Secretary and Treasurer. The Executive Committee shall oversee the operations of the Corporation, and shall have authority to expend up to two-thousand five-hundred dollars ($2,500.00) per calendar month in excess of the approved annual budget. However, all expenditures must be presented by the Executive Committee to the Board of Directors at their next meeting for formal approval. All actions of the Executive Committee are subject to the approval of the Board of Directors.

ARTICLE V

Committees

The President, with the approval of the Board of Directors, may create committees which shall have such powers and perform such duties the Board of Directors prescribes. The President, with the approval of the Board of Directors, may fill vacancies in, change the membership of, or dissolve any such committee. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the President or the Board of Directors otherwise provides. All committees at all times shall be subject to the control and direction of the Board of Directors and shall report all actions taken at the next succeeding meeting of the Board of Directors.

ARTICLE VI

Miscellaneous

Section 6.1: Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of the Corporation shall be the calendar year ending on December 31.

Section 6.2: Amendments. The Board of Directors may amend, repeal or restate the Corporation's Articles of Incorporation and these Regulations at any meeting of the Board of Directors by the affirmative vote of a majority of the total number of Directors then serving; provided, however, that notice of any such proposed change or changes to such documents shall be included with the notice for such meeting.

Section 6.3: Indemnification. The Corporation shall indemnify to the full extent permitted by the nonprofit corporation laws of the State of Ohio each person who was, is or will be a director, officer or employee of the Corporation (including the heirs, executors, administrators or estate of such person) against any liability, cost or expense incurred by such person in such person's capacity as such a director, officer or employee, or arising out of such person's status as such a director, officer or employee (including serving at the request of the Corporation as a trustee, director, officer, partner, member, employee or agent of another organization). The Corporation may, but shall not be obligated to, maintain insurance at its expense to protect itself and any such person against any such liability, cost or expense.

Section 6.4: Authority to Borrow, Encumber Assets. No director, officer, agent or employee of the 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 the Board of Directors. The Board of Directors may grant general or limited authority for any of the above purposes.

Section 6.5: Deposit of Funds. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors approves or designates, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors.

Section 6.6: Conflicts of Interest.

Section 6.6.1: Gifts. No director, officer or employee of the Corporation shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person or entity which has, or is seeking, a contractual, donative, employment, financial or other beneficial relationship with the Corporation without first making a disclosure of such conflict of interest to the Board of Directors.

Section 6.6.2: Conflict of Interest Procedure. When the Board of Directors is considering a proposed transaction that may benefit the private interest of an officer or director, the procedure outlined in the Conflicts of Interest Policy adopted by the Board of Directors shall be followed.

Section 6.7: Dissolution. The Board of Directors may dissolve the Corporation pursuant to the applicable provisions of the nonprofit corporation laws of the State of Ohio. Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation as provided in the Articles of Incorporation of the Corporation.

CERTIFICATE OF ADOPTION

The foregoing Code of Regulations was duly adopted effective as of the 27th day of August, 2014 by the Board of Directors.

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Printed Name: Donald G. Bennett

Title: GCHMU Board President