

CODE OF REGULATIONS
OF
DUBLIN COMMUNITY IMPROVEMENT CORPORATION

ARTICLE I

Name

The name of the organization is Dublin Community Improvement Corporation (the “Corporation”).

ARTICLE II

Purposes of the Corporation

The Corporation has been organized for the purpose of advancing, encouraging, and promoting the industrial, economic, commercial, and civic development of the City of Dublin. The Corporation shall be the designated agency for development of the City of Dublin, Ohio (the “City”), as authorized pursuant to Section 1724.10 of the Ohio Revised Code.

ARTICLE III

Offices and Registered Agent

Section 1. **Offices.** The Corporation shall have and maintain continuously a registered office in the State of Ohio at such place as may be designated by the Board of Directors or the President. The principal office of the Corporation and such other offices as it may establish shall be located at such place(s), within the State of Ohio, as may be designated by the Board of Directors.

Section 2. **Agent.** The Corporation shall maintain continuously within the State of Ohio a registered agent, which agent shall be designated by the Board of Directors or the President.

Section 3. **Changes.** Any change in the registered office or registered agent of the Corporation shall be accomplished in compliance with the laws of the State of Ohio and Chapter 1702 of the Ohio Revised Code and as provided in these Regulations.

ARTICLE IV

Board of Directors

Section 1. **General Power and Duties.** The management, control and direction of the affairs, property, and interests of the Corporation shall be vested in the Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation, the State of Ohio Nonprofit Corporation Law or Ohio Revised Code Chapter 1724 which are necessary or convenient to carry out the purposes of the Corporation. Said powers shall include, but are not limited to, making grants or loans in support of façade improvements within

the City. There shall be one (1) class of membership which shall consist of the members of the Board of Directors. The Board of Directors is deemed the Membership as such term is used in Ohio Revised Code Chapter 1702.

Section 2. Eligibility Requirements for Membership with the Board of Directors.

A. Number. The Board of Directors shall be comprised of seven (7) members. Three (3) members shall be appointed by City Council and consist of the Mayor and two (2) City Council members. Two (2) individuals shall be appointed by the City Manager. The City Council and City Manager appointees are referred to herein as the "Public Directors". The Dublin City Council will appoint the two (2) members who will serve alongside the Mayor. The remaining two (2) members shall be private sector business leaders appointed and approved by the Public Directors (the Appointed Directors". The members of the Board of Directors shall each serve two (2) year terms, thereafter until their successor is appointed. The City Council appointees shall be appointed in even calendar years, while the City Manager appointees and the Appointed Directors shall be appointed in odd calendar years.

B. Change in Number. The number of Directors may at any time be increased or decreased by amendment to these Regulations, but no decrease shall have the effect of shortening the term of any incumbent Director. At all times, at least two-fifths (2/5) of the Directors shall consist of Public Directors.

C. Vacancies. Any vacancy of an Appointed Director on the Board of Directors arising from death, resignation or removal of such Appointed Director in accordance with these Regulations, or an increase in the number of Directors, shall be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the Board of Directors. When an individual ceases to be the Mayor, the individual replacing them shall automatically be substituted as a member of the Board of Directors. A Director elected to fill any vacancy shall hold office for the unexpired term of their predecessor and until a successor is elected and qualified.

D. Resignation. A Director may resign at any time by giving notice thereof in writing to the Secretary of the Corporation.

E. Removal. An Appointed Director may be removed, with or without cause, by two-thirds (2/3) vote of the remaining Directors in office or by the Mayor of the City with the approval of the legislative authority of the City. A Public Director may be removed, with or without cause, by the Mayor of the City with the approval of the legislative authority of the City.

F. Election of Chairman and Vice Chairman. The Board of Directors, at its first regular meeting, and from time to time thereafter, shall elect one (1) Director as Chairman of the Board of Directors, and may elect one (1) Director as Vice-Chairman of the Board of Directors, each to serve at the pleasure of the Board of Directors. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors at which they are present, and shall perform such other duties as may be required of them by the Board of Directors. The Vice-Chairman of the Board of Directors shall preside, in the absence of the Chairman of the Board of Directors, at meetings of the Board of Directors and shall perform such other duties as may be required of them by the Board of Directors.

Section 3. Meetings of the Board of Directors.

A. Regular Meetings. Regular meetings of the Board of Directors shall be held at least (1) one time per year as determined by the Board of Directors. Special meetings shall be called at the discretion of the Chairman of the Board of Directors, at the request of (i) any two (2) Directors in office or (ii) the President. The last regular meeting of the Board of Directors in each fiscal year shall constitute its annual meeting.

B. Time and Place of Meetings. The meetings of the board shall be held at such time or place, within or without the State of Ohio, as designated by the Board of Directors.

C. Notice of Meetings. At least seven (7) days notice shall be given to each Director of a regular meeting of the Board of Directors. A special meeting of the Board of Directors may be held upon notice of at least five (5) days. Notice of a meeting of the Board of Directors shall specify the date, time and place of the meeting. Unless otherwise required by the Articles of Incorporation, the Regulations, or the laws of the State of Ohio, the notice of any meeting need not specify the purpose or purposes thereof. Notice must be either delivered personally to each Director, mailed to their address as it appears on the records of the Corporation, e-mailed to their e-mail address as it appears on the records of the Corporation or sent by facsimile to their facsimile number as it appears on the records of the Corporation. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon or confirmation of delivery by the delivery agent of an express mail service. If such notice is given by e-mail, it shall be deemed delivered when sent by the sender properly addressed, provided that the sender does not receive a failure to deliver notice within twenty-four (24) hours of the time the e-mail notice is sent. If such notice is given by facsimile, it shall be deemed delivered upon receipt of confirmation that the transmittal has been successful. Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the grounds that the meeting was not lawfully called or convened. Notice of a meeting will be deemed to have been waived by any Director who attends such meeting either in person or by proxy, and who does not, before or at the commencement of the meeting, protest the lack of proper notice.

D. Quorum. One-half (1/2) of the number of Directors as fixed pursuant to these Regulations shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

E. Approval. Except as otherwise provided by law, the Articles of Incorporation or these Regulations, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists. Each Director shall be entitled to one vote.

F. Remuneration. The Board of Directors and members of committees of the Board of Directors shall not receive any salary for their services as Directors or committee members, but may, by resolution of the Board of Directors, be reimbursed for any necessary and proper expenses incurred in the performance of duties as members of the Board of Directors or committees of the Board of Directors.

G. Interactive Video Conference and Teleconference.

a. Remote Meetings. The Board of Directors may hold a meeting of the Board or any of its committees by interactive video conference or teleconference as provided in Section 1724.11(C) of the Ohio Revised Code. Any one of the Chairman, Vice-Chairman or President may shall determine whether a meeting will be held by interactive video conference or telephone conference and shall advise the other such officers and all Board members prior to the beginning of the meeting. Board members may attend any such meeting by interactive video conference or teleconference, or a combination thereof, in lieu of attending the meeting in person as provided in this Section. Each Board member wishing to attend a meeting by interactive video conference or teleconference shall inform the Chairman, Vice-Chairman or President of their desire to do so in writing. It is the policy of the Board of Directors that remote attendance by interactive video conference is preferred over attendance by teleconference. All votes taken during a meeting held by interactive video conference or telephone conference shall be roll call voice votes. The minutes for such meeting shall identify which Board members remotely attended the meeting by interactive video conference or teleconference and their respective call-in information and geographic locations. If the presiding officer is attending remotely, the Board of Directors, by a majority vote of those present at the meeting location or attending remotely, may elect a member present at the meeting location to serve as presiding officer for that meeting.

b. Attendance. Board members attending the meeting by interactive video conference or teleconference shall be counted as part of the quorum and permitted to vote on all actions provided that each of the following conditions is met:

c. The place of the meeting as established pursuant to Section 2 of this Article III is at the principal office of the City of Dublin or another such location that is open and accessible to the public.

d. Meeting materials are made available as described in paragraph (c) below and all Board members have the capability to receive by e-mail additional meeting-related materials that are distributed during the meeting. Board members shall be deemed to have the capability to receive such materials if the member has provided an e-mail address the Chairman, Vice-Chairman or President for the receipt of meeting materials and each Board member attending a meeting remotely confirms verbally its receipt of any such materials distributed during that meeting.

e. At least one Board member is physically present at the place of the meeting.

f. When the Board member attends by interactive video conference, there must be a clear video and audio connection that enables all meeting participants at the place of the meeting to see and hear each Board member.

g. When the Board member attends by teleconference, there must be a clear audio connection that enables all meeting participants at the place of the meeting to hear each Board member.

h. When the Board member is attending by teleconference, no other Board member may be physically present at the same remote location and each Board member shall identify any others that are present with such Board member.

i. The Board member is not physically located in countries deemed by the United States Department of State as State Sponsors of Terrorism.

j. The identity of the Board member attending by teleconference confirmed pursuant to the procedures described in paragraph (d) below.

H. Policy for Distribution of Meeting-Related Materials. The Board hereby establishes the following policy for distributing and circulating meeting-related materials to Board members, the public and the media with respect to any meeting held by interactive video conference or telephone conference:

a. The Chairman, Vice-Chairman, or President, or their designee, shall send all Board members any meeting-related materials available before the meeting by e-mail sent to the e-mail address(es) for each Board member on file in the records of the Corporation, including any e-mail addresses provided solely for purposes of communicating with any such Board member while participating remotely in such meeting.

b. The presiding officer, or their designee, shall send all Board members any meeting-related materials distributed during the meeting by e-mail sent to the e-mail address(es) for each Board member on file in the records of the Corporation. If it is not possible to distribute such materials by e-mail during the meeting or to confirm receipt as described, then the presiding officer shall not allow such materials to be distributed at the meeting location.

c. The Chairman, Vice Chairman, or President, or their designee, shall send copies of meeting materials distributed to Board members pursuant to this paragraph to members of the public or media who have requested those copies. Those copies shall be sent to the e-mail address provided by the member of the public or media. Copies of materials available before the meeting shall be sent before the meeting begins. Copies of materials that are distributed during the meeting shall be sent as soon as reasonably possible after those materials are sent to the Board members. The Secretary shall keep written or electronic records of all materials so distributed and their recipients.

I. Method for Verifying Identity of Board Member Attending by Teleconference. The Chairman, Vice Chairman or President shall provide written confirmation of whether the Board member may so attend the meeting. The Board member attending remotely by teleconference shall announce their name once he or she calls into the teleconference and shall separately send an e-mail or text message to the Chairman, Vice Chairman or President indicating that he or she has done so and is participating remotely, identifying the geographic location, the telephone number or other electronic address utilized for purposes of calling in to the meeting, and any other individuals in the presence of such Board member at the time. The e-mail or text message must be sent from an e-mail address or telephone number for that Board member on file in the records of the Corporation.

J. Executive Session Procedures. No Board member attending a meeting by interactive video conference or teleconference may participate in an executive session unless that Board member is alone during the executive session. Each Board member shall confirm verbally or in writing that he or she is alone immediately prior to any roll call vote of the Board to go into executive session. The confirmations shall be recorded in the minutes of the meeting. Any Board member that does not provide such confirmation shall disconnect, or be disconnected, prior to commencement of the executive session.

ARTICLE V

Committees

Section 1. Committees. The Board of Directors may create such committee(s) consisting of Directors or other persons, which committee(s) shall have such authority as the Board of Directors may be law permit.

Section 2. Attendance by the President. The President shall be entitled to participate in meetings of the Board of Directors and all committees, but shall not be entitled to vote at such committee meetings in their capacity as President.

ARTICLE VI

Officers

Section 1. Designations. The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other Officers as may from time to time be deemed advisable by the Board of Directors. Any two or more offices may be held by the same individual, except for the offices of President and Secretary.

Section 2. Terms of Office. The Officers of the Corporation shall hold their office for a term of one (1) year, or until their successor is appointed.

Section 3. Removal. The Officers of the Corporation shall hold office until their successors are chosen and qualified. Any Officer of the Corporation may be removed, with or without cause, at any time by a majority vote of the Board of Directors in office. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 4. General Powers and Authorities. The President, Vice President, Secretary, Treasurer and such other Officers as may be authorized by the Board of Directors may enter into and execute on behalf of the Corporation contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Regulations, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Corporation. The duties and powers of the Officers of the Corporation shall be as provided in these Regulations or as provided pursuant to these Regulations.

Section 5. The President. The President shall be the Chief Operating Officer of the Corporation and, subject to the control of the Board of Directors, shall perform all duties customary

to that office and shall supervise and control all of the affairs of the Corporation in accordance with any policies and directives approved by the Board of Directors.

Section 6. Vice President. During the absence or disability of the President, the Vice President, if any, shall exercise all the functions of the President. The Vice President shall have such powers and discharge such duties as may be assigned to them from time to time by the Board of Directors.

Section 7. Secretary. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the Corporation as the Board of Directors shall direct. They shall give or cause to be given all notices in accordance with these Regulations or as required by law and, in general, perform all duties customary to the office of secretary. The Secretary shall have custody of the corporate seal of the Corporation, and they, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it. When so affixed, it may be attested by their signature or by the signature of such Assistant Secretary. The Board of Directors may give authority to any Officer to affix the seal of the Corporation and to attest the affixing by their signature.

Section 8. Treasurer. The Treasurer shall have the custody of all monies and securities of the Corporation and shall keep regular books of account. They shall deposit or cause to be deposited all monies or other valuable effects in the name of the Corporation in such depositories as shall be selected by the Board of Directors. The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all their transactions as Treasurer and the financial condition of the Corporation to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors.

ARTICLE VII

Indemnification

Section 1. The Corporation does hereby indemnify to the maximum extent legally permissible, each Director and Officer and former Director and Officer of the Corporation, and each individual who served at its request as a director, officer or trustee of another Corporation, partnership, joint venture, trust, or other enterprise or employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which they may be involved as a party or otherwise by reason of their being or having been such Director, Officer, director, officer or trustee.

Section 2. Expenses, including attorneys' fees, incurred by a Director or Officer of the Corporation in defending any action, suit or proceeding referred to in this Article VII shall be paid by the Corporation as they are incurred, in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount, if it ultimately is determined that such person is not entitled to be indemnified by the Corporation.

Section 3. This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of such Director, Officer, director, officer or trustee exists as to the Corporation, its Directors, Officers, agents or employees or as to third parties, including creditors.

Section 4. This indemnification also extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against such Director, Officer, director, officer or trustee or that they shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of *nolo contendere*, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of the Director, Officer, director, officer or trustee was done in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of its legality.

Section 5. No reimbursement or indemnification shall relate to any expense incurred in connection with any matters as to which such Director, Officer, director, officer or trustee has been adjudged to be liable for gross negligence or misconduct in the performance of their duty to the Corporation, exclusive of issues of matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that despite such adjudication of liability and in view of all the circumstances of the case, such Director, Officer, director, officer or trustee is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

Section 6. The indemnification provided by this Bylaw shall not be deemed exclusive of any other rights which such Director, Officer, director, officer or trustee may have under any agreement, vote of the Board of Directors or otherwise.

Section 7. No indemnification shall be made under this Article VII if such indemnification would result in any liability for tax under chapter 42 of the Internal Revenue Code of 1986, as amended.

Section 8. Every provision of this Article VII is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article VII.

ARTICLE VIII

Miscellaneous

Section 1. Fiscal Year. The Corporation's fiscal year is that annual period ending with December 31.

Section 2. Depositories. The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or financial institution or financial institutions as the Board of Directors shall designate, and shall be drawn from such accounts only by check or order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

Section 3. Confidentiality of Information. The provisions of Chapter 1724 of the Ohio

Revised Code that apply to economic development corporations organized under Chapter 1724 of the Ohio Revised Code, including but not limited to ORC Sec. 1724.11, Confidentiality of Information, shall apply to the corporation. To the extent required by law, the corporation shall be subject to the provisions of Ohio Revised Code Sections 121.22 and 149.43.

ARTICLE IX

Amendments

Section 1. Amendment to Articles of Incorporation or Code of Regulations. Amendments to the Articles of Incorporation or Regulations may be proposed by any member of the Board of Directors and such proposed amendment shall be presented to the Board during the next annual meeting, regular meeting or special meeting called for the specific purpose of amending the Regulations or Articles of Incorporation.

Section 2. Procedures for Vote. Copies of proposed amendments shall be mailed by first class mail to all Directors at least five (5) days prior to the meeting, provided that a Director may waive delivery by first class mail in writing. A two-thirds (2/3) majority vote of the Directors must vote in favor of the amendment for passage. Any amendment which fails cannot be resubmitted for a period of one (1) year after the date of the vote.

[End of Code of Regulations]

Adopted by City of Dublin Resolution 62-15; as Amended pursuant to Dublin CIC Resolution 2022-2; as Amended pursuant to Dublin CIC Motion & Adoption on 12/9/2024