

CODE OF REGULATIONS OF
SumCo Association of Volunteer
Emergency Communication Organizations

ARTICLE I

NAME, LOCATION, PURPOSES AND POWERS

Section 1. Name. This Corporation shall be known as the SumCo Association of Volunteer Emergency Communication Organizations, hereinafter referred to as SAVECO.

Section 2. Principal Office. The principal office of SAVECO shall be located in the county of Summit County, Ohio, or such other place as the Trustees may from time to time determine or as the activities of SAVECO may require.

Section 3. Purposes. SAVECO is a "public benefit corporation" as defined in the Ohio Nonprofit Corporation Law and is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

The specific charitable, educational and scientific purposes for which SAVECO is organized and for which it will be operate are:

- A) To help recruit and facilitate the training of licensed amateur radio operators in voluntary emergency communications;
- B) To encourage citizens of Summit County to become licensed amateur radio operators in order to voluntarily assist emergency response agencies with their communications;
- C) To provide assistance to volunteer emergency response organizations which provide communication support to the Summit County Emergency Management Agency, the American Red Cross, public safety agencies, and other non-profit agencies serving the public;
- D) To foster cooperation between volunteer emergency response communication entities so that their efforts are complimentary and not redundant within Summit County, Ohio;

E) To encourage minimum training standards thru the use of ARRL Emergency Communication courses; Summit County EMA training modules, the Federal EMI courses, and American Red Cross disaster response courses.

F) To identify modern communication technologies and promote their use by volunteer entities providing emergency support;

G) To own equipment, software and other assets which support the emergency communication needs of volunteers supporting non-profit and governmental disaster response agencies; and,

H) To solicit grants and other funds in order fulfill the above purposes.

The foregoing enumeration of the specific purposes shall not limit or restrict in any manner the powers of the Corporation conferred by the Laws of the State of Ohio and shall be understood to be in furtherance of, and in addition to, such general powers conferred on nonprofit corporations under the provisions of Chapter 1702 of the Ohio Revised Code which are and remain consistent with Section 501{c}(3) of the Code.

Section 4. Powers. SAVECO shall have such powers as are now, or may hereafter be, granted by the Nonprofit Corporation Law of the State of Ohio, by its Articles of Incorporation and by these Bylaws.

ARTICLE II

MEMBERS

Section 1. Membership. The Corporation shall have no members with voting power.

Section 2. Non-voting membership is open to all persons, organizations and business entities willing to sustain, foster and promote the purposes of this organization who have currently paid annual dues. The Trustees shall establish classes of sustaining membership and the annual dues for each class.

ARTICLE III

MEETINGS

Section 1. Annual Meetings. Annual Meetings of SAVECO, commencing with the year 2006, shall be held at such date and time, within 90 days following the end of SAVECO's fiscal year, as shall be designated from time to time by the Trustees. At the Annual Meeting, successors to the trustees whose terms shall have expired shall begin their term. A financial report for the recently concluded fiscal year shall be presented at the annual meeting. Annual Meetings are to be open to sponsors and organizations with an interest in emergency communication.

Section 2. Notice of Annual Meeting. Written or printed notice of the Annual Meeting stating the place, day and hour of the meeting and the purpose of purposes for which the meeting is called shall be delivered not less than ten nor more than 50 days before the date of the meeting to the Trustees, non-voting members and others supportive of the purposes of SAVECO who have requested notification of these meetings. Such notice shall delivered either personally, sent by telegram, via U.S. mail, or electronic mail transmission, or courier service, with postage or fees prepaid, by or at the direction of the Board of Directors, the Chairman, the President, or the Secretary.

Section 3. Place of Meetings. Meetings of Trustees and the annual meeting may be held at such time and place within or without the State of Ohio as shall be stated in the notice of the meeting or a duly executed waiver of notice thereof.

Section 4. Special Meetings. Special meetings shall be called upon the written request of not less than 25% of the Board of Trustees, by the Chairman of the Board, the President, or the Secretary. Calls and notices of such meetings shall specify the time, place and purpose thereof. No business other than that specified in the call and notice shall be considered at any Special Meeting. Special Meetings are to be open to sponsors and organizations with an interest in emergency communication.

Section 5. Notice of Special Meetings. Written or printed notice of the Special Meeting stating the place, day and hour of the meeting and the purpose of purposes for which the meeting is called shall be delivered not less than ten nor more than 50 days before the date of the meeting, either personally, sent by telegram, via U.S. mail, or electronic mail transmission, or courier service, with postage or fees prepaid, by or at the

direction of the Board of Trustees or by the President, or the Secretary.

Section 6. Quorum for a Meeting. A majority of the Trustees must be present in person or proxy at any meeting to constitute a quorum and conduct business at such meeting. A majority of the voting Trustees present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time. At any adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting for which notice was originally delivered.

ARTICLE IV

TRUSTEES

Section 1. Powers. All corporate powers, property and affairs of SAVECO shall be vested in, exercised, controlled and managed by the Board of Trustees, composed of not less than six (6) nor more than twelve (12). The Board of Trustees named in the Articles of Incorporation effective June 11, 2005, may appoint additional trustees to serve until the annual meeting in 2006. At the annual meeting in 2006, Board shall be shall be classified into three classes (see Section 4 below).

Section 2. Trustee Qualifications. All trustees, except the trustees representing the Summit County (Ohio) Emergency Management Agency or the American Red Cross, must have an interest in emergency communications or be a representative of an organization providing voluntary emergency communications or disaster relief. In evaluating the qualifications of a potential trustee, current trustees should consider a candidate's amateur radio license, emergency communications training, disaster response training and experience, recommendations from the organizations served by SAVECO, and other skills.

Section 3. Voluntary Emergency Communication Organizations. The majority of trustees should be active in and represent one of the following: SumCo ARES (Amateur Radio Emergency Services), Summit County Ohio American Red Cross, MARS (Military Amateur Radio Services), SATERN, Summit County Skywarn, a search and rescue team, or a public service agency providing disaster response.

Section 4. Classes. The Board shall be divided into three (3) classes, each class consisting of the number of Trustees determined by the Board. The term of one class of Trustees

shall expire each year and successors to those Trustees who have expired at the end of a fiscal year shall be named at the annual meeting.

Section 5. Term Limits. No trustee shall be eligible for reappointment as a trustee after having served a maximum of six years until at least one (1) year has elapsed.

The immediate past Chair of the Board of Trustees may serve exofficio for one (1) additional year if said trustee was Chair during the sixth year of service.

Section 6. No Bond. No Trustee shall be required to furnish bond for the faithful performance of his or her duties, and no Trustee shall be liable to any person whatever for any action that he or she may take or omit in good faith.

Section 7. Compensation. No Trustee shall be entitled to or shall receive any compensation for attendance at meetings but SAVECO may, upon approval by a majority of the Board or Trustees, reimburse any Trustee for any expenses incurred by him or her in the performance of his or her duties as a Trustee.

Section 8. Resignation. A Trustee may resign at any time, either by oral tender of resignation at any meeting of the trustees or by given written notice to the Secretary of SAVECO. Such resignation shall take effect at the time specified and acceptance of such resignation shall not be necessary to make it effective.

Section 9. Removal. A Trustee may be removed, without or without cause, at a meeting expressly called for that purpose, by a vote of the majority of Trustees. A Trustee who is absent from three (3) consecutive meetings may be removed from office by the vote of a majority of the Trustees.

Section 10. Successor Trustee. Whenever the office a Trustee shall become vacant for any reason, the remaining Trustees, by a vote of a majority of their number, shall elect a successor who shall hold office for the unexpired term of the Trustee whose office is vacant.

Section 11. Regular Trustee Meetings. The Board of Trustees shall have at least four (4) regular meetings each year to be held at such time and place as it may determine. One of these meetings can be held in conjunction with SAVECO's annual meeting.

Section 12. Special Trustee Meetings. Special meetings of the

Trustees may be called by the Chair, Vice Chair, President, or by not less than 25% of the Board of Trustees.

Section 13. Notice of Trustee Meetings. Written notice of the time, place and purpose of a regular or special meeting shall be given personally or sent by electronic mail (email) or by United State mail, express mail or courier service, with postage and fees prepaid, at least seven (7) days prior to the time of such meeting. Notice of any meeting of the Trustees may be waived either before or after the meeting in writing or by attendance at the meeting without protesting the lack of proper notice.

Section 14. Quorum. A majority of the Board Trustees shall constitute a quorum at any meeting of the Board. The Trustees present at any meeting, whether or not a quorum, may adjourn the meeting from time to time. The act of a majority of the Trustees present at a meeting at which there is a quorum shall be the act of the Board.

Section 15. Action Without a Meeting. Any action which may be taken at any meeting of the Board of Trustees, or a Committee of the Board, may be taken without such meeting if authorized in writing signed by a majority of the Trustees or of the Committee.

ARTICLE V

COMMITTEES

The Board shall have the power to create committees to exercise such powers as are specifically delegated by resolution of the Trustees. Committees may include but are not limited to an Executive Committee, Education Committee, Finance Committee, Marketing/Recruitment Committee, Solicitations/Grant Committee, Technical/Engineering Committee, among others. The Trustees may appoint any persons to serve on such committees. The Chair of the Board of Trustees shall appoint a chair of each committee. All committees shall have the power to establish written rules and bylaws for the conduct of their business, consistent with the laws of the State of Ohio and these Bylaws, and shall keep written records of their proceedings which shall be maintained by the Secretary of SAVECO in the record books of SAVECO.

ARTICLE VI

OFFICERS

Section 1. Number and Qualification. The Board shall elect a Chair, a Vice-Chair, a President, Secretary, Treasurer and other officers and assistant officers as the Board shall from time to time deem appropriate. Other than the Chair and Vice-Chair, none of such officers need to be Trustees. The same person, except for Chair and Vice-Chair, may hold any two or more offices. The President may appoint Vice Presidents and other officers, executives and directors of programs and functions and may hire employees as she or he deems appropriate subject to budgets approved by a majority of the Board.

The Chair, Vice-Chair and officers, other than Vice Presidents and other executives and program directors appointed by the President, shall be chosen at the Annual Meeting by a majority of the Board Trustee or at a meeting called for that purpose. Vice-Presidents and other executives and program directors may be appointed by the President at such time deemed appropriate.

Any officer elected by the Board may be removed at any time, with or without cause, by a majority of the Board at a meeting called for that purpose.

Section 2. Chair. The Chair shall preside at all meetings of the Board of Trustees of SAVECO, shall be an exofficio member of all Committees, and shall have such duties and powers as may be assigned to or vested in him or her by a majority of the Trustees.

Section 3. Vice-Chair. The Vice-Chair shall perform the duties of the Chair during his or her absence or disability to act and shall have such other duties and powers as may be assigned or vested to him or her by a majority of the Trustees or by the Chair.

Section 4. President. The Trustees may elect a President who shall act on behalf of the Board Trustees in the management of SAVECO operations, and, subject to control of the Trustees, shall have general charge and authority over the business of SAVECO. The President shall be an exofficio member of all committees. The Chair, or a committee designed by the Board of Trustees, shall annually review the performance of the President and other officers and report their findings to the Trustees. The President need not be a Trustee.

Section 5. Secretary. The Secretary shall cause all required notices of meetings to be issues, shall cause minutes of all

minutes, the membership records and corporate record book to be maintained, and shall have such duties and powers as may be assigned to him or her by a majority of the Board. The Secretary need not be a Trustee.

Section 6. Treasurer. The Treasurer shall oversee the custody of all monies and securities of SAVECO, shall cause adequate and correct accounts of SAVECO' business transactions to be kept, including accounts of its assets, liabilities, receipts, disbursements, gain and losses, and shall have such duties and powers as may be assigned to him or her by a majority of the Board. The Treasurer need not be a Trustee but must be bonded at the expense of SAVECO.

Section 7. Execution of Instruments. The Board Trustees may authorize any officer to enter into any contract or execute and delivery any instrument in the name of SAVECO, and such authority may be general or confined to a specific instance. Unless so authorized by a major of Board of Trustees, no officer, agent, or employee shall have the power or authority to bind SAVECO by any contract or to pledge its credit or render it liable for any purpose or to any amount. The Trustees shall establish who is authorized to sign corporate checks; however two signatures must be required in all cases.

ARTICLE VII

FISCAL YEAR

The fiscal year of SAVECO shall end on June 30 each year.

ARTICLE VIII

INVESTMENTS

SAVECO shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it according to the judgment of the Board of Trustees, without being restricted to a class of investments.

ARTICLE IX

INDEMNIFICATION

Section 1. Right to Indemnification and Payment of Expenses. SAVECO shall indemnify and shall pay the expenses of any person described in, and entitled to indemnification or payment of

expenses under the provisions of Section 1702.12(E) of the Ohio Revised Code, as such section may be amended from time to time and to the full extent permitted thereby.

Section 2. Purchase of Insurance. SAVECO may purchase and carry insurance on behalf of any such person against any liability asserted against such person or incurred by such person in any such capacity or arising out of his or her status as such, regardless of whether this Corporation would have the power to indemnify him or her against such liability. Recourse shall be made to any such insurance prior to the satisfaction of any claim for indemnification directly from the assets of SAVECO.

Section 3. Rights Not Exclusive. The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, any agreements, any insurance purchased by SAVECO, or otherwise. The rights to indemnification provided in this Article shall continue as to a person who has ceased to be a Trustee, officer, employer or agent and shall inure to the benefit of the heirs, executors and administrators of such person; provided, however, that there shall be no duplicate payments by or on behalf of SAVECO.

ARTICLE X

SEAL

SAVECO need not have a seal but the Board of Trustees may, by appropriate resolution, require the use of a seal and determine the form thereof.

ARTICLE XI

AMENDED OF BYLAWS

These Bylaws have been adopted by the Board of Trustees and may be amended only by the vote of a majority of the Board present at any Annual Meeting, provided at least fourteen (14) days written notice of the proposed Amendment shall have been given.

Bylaws Adopted June 28, 2005.