

**CODE OF REGULATIONS**  
**OF**  
**THE BECK CENTER FOR THE CULTURAL ARTS**

**ARTICLE I**  
**GENERAL**

THE BECK CENTER FOR THE CULTURAL ARTS (herein referred to as the “Corporation” or “Beck Center”) shall have the purposes and powers stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of the State of Ohio or any successor legislation. The primary purpose of this Corporation to offer the highest quality arts experience, performance, and education to all people and communities of the region.

The Corporation is a public benefit corporation and is organized as a nonprofit corporation exclusively for charitable purposes. The Corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor law). No part of the funds or earnings of the Corporation shall inure to the benefit of any member, Director, Trustee, Officer, or any other private individual, group or organization, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I.

In conducting its affairs, the Corporation shall not discriminate against any person on the basis of race, religion, disability, national or ethnic origin, gender, age, or sexual orientation.

**ARTICLE II**  
**DIRECTORS**

**Section 1. Authority**

The general authority of the Corporation shall reside with the Directors, which shall have supervision and charge of the Corporation’s property, affairs, and finances. The directors together are also known herein as the “Board” or “Board of Directors.” The Board of Directors may exercise all such powers and do all such things as may be exercised or done by the Corporation, subject to the provisions of law, the Articles of Incorporation and this Code of Regulations.

**Section 2. Number**

The Board of Directors shall consist of no more than 45 voting Directors.

**Section 3. Term**

Directors shall serve for a term of three (3) years following their election, except in the case of Directors elected to fill a vacancy, in which case their term shall be for the balance of the unexpired term of such vacant Directorship.

**Section 4. Election; Vacancies**

To the extent practical, approximately one-third of the Directors shall be elected each year. Directors shall be elected at the first meeting of the Directors of the fiscal year but if Directors are not elected thereat, they may be elected at a special meeting called and held for that purpose.

Whenever a position of Director becomes vacant for any reason, a majority of the remaining Directors in office at the time may elect a successor who shall hold the Directorship for the unexpired term.

The power to elect Directors shall lie solely with the Directors. Directors may be elected for more than one term.

**Section 5. Removal**

Any Director of the Corporation may be removed, with or without cause, by an act of the Directors.

The absence of a Director from any two consecutive meetings of the Board, without just cause, may subject such Director to removal by vote of the Board.

**Section 6. Powers of the Directors; No Compensation**

All corporate powers, except where the law or the Articles of Incorporation or the Code of Regulations require that action be otherwise taken, authorized or approved, shall be vested in, exercised, conducted, and controlled by the Directors. Such corporate powers shall belong to the Directors alone, and shall include the authority to determine the affairs of the Corporation and its property.

No Director shall be entitled to or shall receive any compensation for attendance at meetings of the Directors, but the Corporation may reimburse any Director for any expenses he or she incurs in the performance of his or her duties as a Director.

**Section 7. Nonvoting Directors**

In addition to the regular Directors, the Board may elect one or more persons as Honorary Directors, Ex-Officio Directors, or as National Honorary Directors (“Nonvoting

Directors”) in recognition of such person’s relationship to the Beck Center. Nonvoting Directors shall serve at the pleasure of the Board of Directors, who will regularly (e.g., every three years) confirm the willingness of individual Nonvoting Directors to continue to be advocates for the Beck Center. Nonvoting Directors shall not have the right to vote in any proceeding of the Corporation, and are not Directors or officers of the Corporation. The types of Nonvoting Directors are the following:

***Honorary - Ex Officio Directors.*** Criteria to be considered in connection with Honorary – Ex-Officio Directors shall be such person’s position as a civic, business or government leader and his or her willingness to help promote the mission of the Beck Center.

***Honorary Directors.*** Criteria to be considered in connection with the election of Honorary Directors shall be such person’s length of service as a Director of the Beck Center and outstanding or meritorious contribution toward the furtherance of the mission of the Beck Center.

***National Directors.*** Criteria to be considered in connection with the election of National Honorary Directors shall be such person’s personal history with the Beck Center and national recognition.

### **ARTICLE III** **MEETINGS OF DIRECTORS**

#### **Section 1. Meetings**

The Directors shall hold at least one meeting each year. Meetings of the Directors may be held upon call of the Chair or upon call of a majority of the voting Directors. Attendance at a meeting of the Directors shall be in person or through any means of communication by which each Director is able to hear each other Director participating or in any other manner permitted under the laws of the State of Ohio.

#### **Section 2. Notice**

Notice of a meeting of Directors, stating the time and place of such meeting, shall be given to each Director entitled to notice thereof at least (48) hours before such meeting. Notice shall be in writing and shall be delivered personally or sent by telegram, email, facsimile, or by United States mail, express mail, or courier service, with postage or fees prepaid. Notice shall be deemed waived by any Director who participates in such meeting, and may be waived in writing either before or after such meeting.

#### **Section 3. Quorum and Action**

At all regular meetings of the Board a quorum shall consist of those voting Directors present at the time and place established by resolution of the Board, or at such other time and place as may be duly established in accordance with the notice provisions of these Regulations. At all Special Meetings of the Board a quorum shall consist of those voting Directors present at the time and place set forth in the notice of such meeting.

Each voting Director shall have one vote upon any matter properly submitted to the Board for approval. The affirmative vote of a majority of the voting Directors present at a meeting (in person, by use of authorized communications equipment, by mail), at which a quorum is present shall be the act of the Corporation, unless a greater number is required by the State of Ohio. Nonvoting Directors shall not be counted for the purposes of determining a quorum.

**Section 4. Action by Unanimous Written Consent**

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all of the Directors of the Corporation. Such consent may be executed in counterparts and by electronic signature. Any such writing shall be filed and entered upon the records of the Corporation.

**ARTICLE IV**  
**COMMITTEES**

**Section 1. Appointment**

The Directors may create and abolish such committees as it deems to be in the best interest of the Corporation. The Chair shall appoint the members of the Committees and shall designate a Chair for each Committee.

**Section 2. Committees**

The Board may establish an Executive Committee and such other Committees from time to time. All Committees shall comply with and be governed by the Code of Regulations.

Each Committee shall have a Chair. Each Committee shall keep a record of its acts and proceedings and report the same to the Board at the next regular meeting of the Board.

**Section 3. Committee Members**

Membership on committees shall be limited to Directors of the Beck Center. However, the Board may name any person who is not a Director to an advisory position on the committee, provided that such committee advisor does not vote on committee matters.

Each committee member shall have on file with the administrative office of the Beck Center a means of giving notice to such committee member and in the absence thereof, shall be deemed to have waived notice of meetings.

All committees shall be under the supervision of the Board of Directors of the Beck Center; members of committees shall be appointed thereto by the Board with the advice of committee chairpersons; and all committees shall report to the Board.

Any member of a Committee may be removed, with or without cause, at any time by the Board.

**Section 4. Committee Meetings**

Committees shall meet on call of the chairperson of the committee. Notice of each meeting of a committee shall be sent to each member of the committee at least 48 hours before the day on which the meeting is to be held.

At all meetings of committees, except at meetings of the executive committee, a quorum shall consist of those committee members present in person or by any means of communication by which each committee member is able to communicate with each of the committee members, at the time and place set forth in the notice of meeting given in accordance with the provisions set forth herein.

Committee Chairs shall keep minutes of all meetings and proceedings of committees. Copies of committee minutes shall be filed in the official records of the Beck Center.

**Section 5. Standing Committees**

**A. *Executive Committee***

The Executive Committee shall provide continuity in governing the organization; shall ensure that key governance functions are performed throughout the year without interruption; shall provide for committee chairs to share ideas and information; and shall provide an opportunity for more in-depth discussion of key issues. The Executive Committee shall possess and may exercise during the intervals between the meetings of the Board, any and all powers of the Board in the management of the business, affairs, and property of the Beck Center. The Chair shall be a member of and the chair of, the Executive Committee. A presence of a majority of the Executive Committee members shall constitute a quorum at any meeting of the Executive Committee, and the affirmative vote of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee. Presence shall include attendance by any means of communication by which each Executive Committee member is able to communicate with each of the Executive Committee members.

**B. *Board Resources Committee***

The Board Resource Committee shall have the responsibility for recommending a slate of Directors for election at the first board meeting of the fiscal year. Such committee shall also have the responsibility for recommending a slate of officers for vote by the Board at the first Board meeting of the fiscal year. It shall also have the responsibility for recommending persons for election to vacancies in officer positions and in Directorship positions to be voted on by the Board or Executive Committee at any regularly scheduled or special meeting throughout the year. This Committee will propose policies relating to governance.

**C. *Fund Development Committee***

The Fund Development Committee shall have the responsibility for overseeing the generation of funds and grants from foundations, corporations, individuals, businesses

and government entities to support the programs of the Beck Center. This Committee shall oversee all fundraising events and special resource generating initiatives.

***D. Finance Committee***

The Finance Committee shall have the responsibility for overseeing the development of an annual budget and recommending to the Board an annual budget for the Beck Center. The Finance Committee shall also monitor the income and expenses of the Beck Center, including a comparison thereto to the annual budget, and shall report thereon to the Board at each regular Board meeting. The Finance Committee shall provide oversight of investments and recommend to the Board investment policies.

***E. Audit Committee***

The Audit Committee shall have the responsibility to oversee all aspects of the annual audit. This includes interviewing and contracting the audit firm, monitoring the audit process, reviewing the management letter, and insuring the Beck Center is accounting for its operations in accordance with accepted accounting standards. The Audit Committee shall also oversee and periodically review the policies and procedures related to the operation of the Beck Center.

**ARTICLE V**  
**OFFICERS**

**Section 1. Designation of Officers**

The officers of the Beck Center shall be a Chair and one or more Vice Chairs, who shall be Directors; and a Secretary, a Treasurer, and President and Chief Executive Officer, who may or may not be Directors. The Board may from time to time, at its discretion, appoint additional officers, with such powers and duties as the Board may determine. Any two or more offices other than that of Chair and Vice Chairman, Secretary and Assistant Secretary, or Treasurer and Assistant Treasurer, may be held by the same person, but no Officer shall execute, acknowledge or verify any instrument in more than one capacity.

**Section 2. Election of Officers**

All officers of the Beck Center shall be elected annually by the Board at the first Board meeting of the fiscal year, and each officer shall hold office until his or her successor shall have been duly chosen and shall have qualified or until he or she shall resign or shall have been removed.

**Section 3. Removal**

Any officer shall be subject to removal, with or without cause, at any time, by the vote of a majority of the Directors then in office.

**Section 4.     Resignation; Vacancies**

Any Officer elected or appointed by the Board may resign at any time by giving written notice to the Chair. A resignation shall take effect at the time specified therein, and unless otherwise specified therein shall become effective upon delivery. The acceptance of such resignation shall not be necessary to make it effective unless so specified in the resignation. If any vacancy shall occur in any office of the Beck Center, such vacancy may be filled by the Board.

**Section 5.     Officers.**

**A.     *Chair.***

The Chair shall preside at all meetings of the Board, shall be the Chair of the Executive Committee, and shall have such other powers and duties as may be prescribed by the Board. The Chair shall perform the duties of the President and Chief Executive Officer in the absence or inability of the President and Chief Executive Officer to act. .

One or more officers, as authorized by the Board, may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where signing and execution thereof shall be expressly delegated by the Board or by this Code of Regulations or by statute to some other officer or agent of the Corporation.

Unless otherwise established by the Board, the Chair may authorize the Secretary, Treasurer, and other Officers of the Corporation to sign documents and instruments on behalf of the Corporation, as deemed necessary and/or appropriate by the Chair, to the extent that the signing of such documents and instruments is within the authority granted to the Chair by the Board.

**B.     *Vice Chair***

The Vice Chair of the Beck Center, under the direction of the Chair, shall have such powers and perform such duties as the Board or the Chair may from time to time prescribe. In case of the absence or inability of the Chair to act, a Vice Chair selected by the Executive Committee, shall have the powers and discharge the duties of the Chair.

**C.     *Treasurer***

The Treasurer, under the direction of the Chair, shall oversee the financial activities and investments of the Beck Center. Such responsibilities include, but are not limited to, oversight of the financial records, accounting systems and procedures, monthly financial reports, and the fiscal budget. The Treasurer shall also have such other powers and perform such other duties as pertain to such office or as the Board, Chair, may from time to time prescribe.

**D. Secretary**

The Secretary shall keep an accurate record of all transactions of the Directors, and perform all duties as may from time to time be required of him or her by the Directors. He or she shall give, or cause to be given, the notices required by law and/or this Code of Regulations; keep corporate minute books and record therein all minutes of Directors meetings and such other matters as shall be proper and necessary; and issue and attest documents to be signed for and in behalf of the Corporation. All books, papers and property of the Corporation shall be kept at the central office of the Corporation.

The Secretary shall also have such other powers and perform such other duties as pertain to such office, or as the Board or the Chair may from time to time prescribe.

**E. Other Officers**

Other Officers, if any, shall have such powers and duties as the Chair or Directors may from time to time prescribe.

**ARTICLE VI**  
**EXECUTIVE STAFF**

**Section 1. President and Chief Executive Officer**

A President and Chief Executive Officer of the Corporation shall be hired by the Board, and shall be accountable to the Directors. The President and Chief Executive Officer shall be charged with the responsibility for the general operations of the Corporation and for carrying forth the policies established by the Directors, and perform such duties as may from time to time be authorized by the Board.

The President and Chief Executive Officer, has overall responsibility for the day-to-day operation of and long range planning for the Beck Center. The President and Chief Executive Officer reports to the Chair of the Board.

**ARTICLE VII**  
**INDEMNITY OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHERS**

**Section 1. Persons Protected**

The Beck Center shall indemnify any Director or officer or any former Director or officer of the Beck Center to the fullest extent provided by or permissible under section 1702.12 of the Ohio Revised Code, including but not limited to indemnification against reasonable attorney fees and expenses, judgments, decrees, fines, penalties, or amounts paid in settlement actually and necessarily incurred by him in connection with the defense of any pending or threatened action, suit, or proceeding, criminal or civil, to which he is or may be made a party by reason of being or having been such Director or officer provided that such Director or officer was not and is not determined to have been liable for wanton or willful misconduct in the performance of his or her duty to the Beck Center. Such determination shall be made (i) by a majority vote of the Directors of the

Beck Center, (ii) in the event of settlement, by a written opinion of independent legal counsel selected by the Directors, or (iii) by court adjudication.

Funds to cover expenses with respect to any pending action, suit, or proceeding may be advanced by the Beck Center prior to the final disposition thereof, provided that the recipient shall repay such amounts, with interest, if it is ultimately determined that the recipient is not entitled to indemnification hereunder.

The indemnity hereinabove provided for shall not be deemed to be exclusive of (a) any other rights to which any person may be entitled under the Articles, Regulations, any agreement, any insurance provided by the Beck Center, or otherwise, or (b) the power of the Beck Center to indemnify any person who is or was an employee or agent of the Beck Center to the same extent and in the same situations and subject to the same determinations as hereinabove set forth with respect to a Director or officer. The Beck Center may purchase and maintain insurance on behalf of any person who is or was a Director, officer, or Employee against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such whether or not the Beck Center would have the power to indemnify him against such liability under the provisions of this article.

The Beck Center shall not indemnify any person pursuant to this provision if (a) such indemnification would cause the Beck Center to fail to obtain or retain an exemption from federal income taxation under Section 501(c)(3) and 501(a) of the Internal Revenue Code of 1954, as amended, or (b) such indemnification would subject the Beck Center to tax pursuant to Chapter 42 of said Internal Revenue Code.

## **ARTICLE VIII** **LIABILITY AND LIMITATION OF LIABILITY**

No officer, Director, committee member or member of the Beck Center shall incur any debt on behalf of the Beck Center or in any way render it liable unless by authority of the Board. Any person so contracting without such authority shall be liable for any obligation so incurred.

## **ARTICLE IX** **MEMBERS**

### **Section 2. Members**

The Directors shall, for the purposes of any statute or rule of law relating to corporations, be taken to be the sole members of the Corporation, and the Directors shall have all the rights and privileges of members.

Notwithstanding the foregoing, the Directors may establish from time to time one or more classes of "membership" as they deem fit, as a means of marketing, promoting, or fundraising for the Corporation; provided, however, that such members shall have no voting rights within the Corporation, nor shall such members have any rights or authority to act with respect to the property or affairs of the Corporation.

**ARTICLE X**  
**AMENDMENTS**

This Code of Regulations may be amended by a two-thirds of the voting Directors present at any meeting of the Directors, provided that notice of such meeting has been duly given, and that such notice has stated that the meeting is called for the purpose of amending the Code of Regulations.

Amended \_\_\_\_\_.