

## **Current**

### **Quorum of Directors**

- 4.14 A majority of the whole Board of Directors, five (5), will constitute a quorum. The act of a majority of the Directors present at meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provision so the Nonprofit Corporation Law, the Articles of Incorporation of this Corporation, or any provision of these Regulations.

## **Revised Amended**

### **Quorum of Directors**

- 4.14 A majority of the *voting* Board of Directors, five (5), will constitute a quorum. The act of a majority of the Directors present at meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provision so the Nonprofit Corporation Law, the Articles of Incorporation of this Corporation, or any provision of these Regulations.

## **Current**

### **ARTICLE IV. MEMBERSHIP**

#### **Definition and Duties of Board of Directors**

- 4.1 The Board of Directors is that group of persons vested with the management of the business and affairs of the Corporation.

#### **Qualifications of Directors**

- 4.2 The qualifications for becoming and remaining a Director of its Corporation are as follows:
- (1) Directors need not be residents of the State of Ohio.
  - (2) Directors must be Members of this Corporation.
  - (3) Nine Directors shall be the Officers of this Corporation.

#### **Number of Directors/Officers**

- 4.3 The number of Directors/Officers of this Corporation shall be nine (9), consisting of the President, Vice-President, Vice-President of Membership, Secretary, Vice-Secretary, Treasurer, Vice-Treasurer, Recorder and Vice-Recorder. The Installation Commander shall serve as a liaison between the Board and the Youngstown Air Reserve Base. Vice Directors/Officers shall only act in the absence of the Primary Directors/Officers at meetings.

## **Revised**

- 4.1 **ARTICLE IV. MEMBERSHIP**

#### **Definition and Duties of Board of Directors**

- 4.1 The Board of Directors is that group of persons vested with the management of the business and affairs of the Corporation.

#### **Qualifications of Directors**

- 4.2 The qualifications for becoming and remaining a Director of its Corporation are as follows:
- (1) Directors need not be residents of the State of Ohio.
  - (2) Directors must be Members of this Corporation.
  - (3) *The Nine (9) Voting* Directors shall be the Officers of this Corporation.

#### **Number of Directors/Officers**

The number of Directors/Officers of this Corporation shall be nine (9) *voting* members, consisting of the President, Vice-President, Vice-President of Membership, Secretary, Vice-

Secretary, Treasurer, Vice-Treasurer, Recorder and Vice-Recorder. ***There shall be two (2) non-voting members consisting of the Past-President and a Senior Advisor. The Past-President shall serve until a new President is elected and the Senior Advisor will be appointed annually by the Board.*** The Installation Commander shall appoint a liaison between the Board and the Youngstown Air Reserve Base.

# **CURRENT**

## **ARTICLE III. MEMBERSHIP**

### **Definition of Membership**

- 3.1 The Members of this Corporation are those persons having membership rights in accordance with the provision of these Regulations.

### **Class of Members**

- 3.2 This Corporation will have two (2) classes of Members
- (1) Regular members shall be required pay dues and have the right to vote all matters that should come before them.
- (2) Honorary members, as selected by the Executive Board shall not be required to pay dues and do not have the right to vote nor hold office, but will enjoy all other privileges of membership.

### **Qualifications of Members**

- 3.3 The qualifications of the Members of this Corporation are as follows:
- (1) Persons who are committed to the purposes of this Corporation, who desire to assist the Corporation in achieving its purposes, and who are admitted to membership by a majority vote of the Directors of this Corporation.
- (2) The membership will consist of Members drawn from diverse communities, groups, and interests in the area of the Youngstown Air Reserve Base, and five (5) military members from the Base. The Directors will consider membership and propose appropriate additions to membership at least once each year. The Installation Commander will recommend to the Directors the names of members he/she deems appropriate from the Base
- (3) Application for membership shall be submitted to the Vice President of Membership on a form approved by the Board of Directors and the Board will consider membership applications monthly. Two members must sponsor.

# **REVISED**

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## **Qualifications of Members**

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(2) The membership will consist of Members drawn from diverse communities, groups, and interests in the area of the Youngstown Air Reserve Base, and five (5) military members from the Base. The Directors will consider membership and propose appropriate additions to membership at least once each year. The Installation Commander will recommend to the Directors the names of members he/she deems appropriate from the Base

(3) Application for membership shall be submitted to the Vice President of Membership on a form approved by the Board of Directors and the Board will consider membership applications monthly. **One (1)** member must sponsor.

# CURRENT

## Purposes of Corporation

- 1.2 This Corporation will have the purposes or powers as 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.
- 1.3 This Corporation is organized pursuant to the Ohio Non-Profit Corporation Law and does not contemplate pecuniary gain or profit to its members and is organized for non-profit purposes.
- 1.4 The primary purposes of this Corporation are:
  - (1) To identify the common interests of the Youngstown Air Reserve Base (herein "Base") in Trumbull County, Ohio and the civilian communities surrounding it and those which it affects directly and indirectly, with a view toward recognizing issues needing attention and improvement, supporting construction efforts of mutual benefit to the Base and the communities and keeping lines of communication open between the Base and the communities;
  - (2) To establish harmonious relationships between the Base and the surrounding civilian communities through mutual understanding and joint participation in common activities, insuring joint recognition of Base and community achievements;
  - (3) To provide leadership for achieving full use of Base and community facilities, integrating base personnel into local civilian communities, and disseminating information on Base events to the general public; and
  - (4) To provide continuity in the communities' relationship with Base.
- 1.5 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

# REVISED

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  - (5) To provide leadership for achieving full use of Base and community facilities, integrating base personnel into local civilian communities, and disseminating information on Base events to the general public; and
  - (6) To provide continuity in the communities' relationship with Base.
- 1.5 ***No part of the activities of the Corporation shall include participation in or intervention*** in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

## **CURRENT**

### **Statutory Agent**

- 2.2 The statutory agent for this Corporation is the current Secretary of the Corporation. The current Secretary's contact information is available at [www.yarsbcc.org](http://www.yarsbcc.org).

## **REVISED**

### **Statutory Agent**

- 2.2 The statutory agent for this Corporation is the current Secretary of the Corporation. The current Secretary's contact information is ***registered with the Secretary of the State of Ohio.***



## **CURRENT**

### **Members' Dues**

- 3.4 There shall be annual dues of \$100.00 payable to the Corporation by each Member, covering the period 30 June to 31 December 2017. Thereafter the period shall be 1 January to 31 December.

## **REVISED**

### **Members' Dues**

- 3.4 There shall be annual dues of \$100.00 payable to the Corporation by each Member, *covering the period 1 January to 31 December.*

## CURRENT

### Termination of Membership

- (3.14) Membership will terminate in this Corporation on any of the following events,
- (1) Receipt by the Board of Directors of the written resignation of a Member executed by the Member's duly authorized attorney-in-fact.
  - (2) The death of a Member.
  - (3) For cause, inconsistent with membership, after notice and hearing by Board of Directors.
  - (4) Failing to timely pay dues.

However, a Member terminating membership status for reasons other than those stated in Paragraph (3) above, may be completely and automatically reinstated if the Member corrects the cause of termination before the Board of Directors formally adopts a resolution acknowledging the termination.

## REVISED

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- (3.14) Membership will terminate in this Corporation on any of the following events,
- (2) Receipt by the Board of Directors of the written resignation of a Member executed by the Member's duly authorized attorney-in-fact.
  - (2) The death of a Member.
  - (5) For cause, inconsistent with membership, after notice and hearing by Board of Directors.
  - (6) Failing to timely pay dues **by the first Membership Meeting of the Calendar/Fiscal year.**

However, a Member terminating membership status for reasons other than those stated in Paragraph (3) above, may be completely and automatically reinstated if the Member corrects the cause of termination before the Board of Directors formally adopts a resolution acknowledging the termination.

## CURRENT

### Terms of Directors/Officers

- 4.4 An ex-officio The Directors constituting the first Board of Directors as named in the Articles of incorporation will hold office until the first annual election of Directors. Thereafter, Directors will be elected for a term on one (1) year. Each Director will hold office for the term for which the Director was elected and until a successor has been selected and qualified.

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- 4.4 An ex-officio The Directors constituting the first Board of Directors as named in the Articles of incorporation will hold office until the first annual election of Directors. Thereafter, Directors will be elected for a term on one (1) year. Each Director will hold office for the term for which the Director was elected and until a successor has been selected and qualified. ***No Director is eligible to stand for reelection after having served for six (6) consecutive one (1) year terms.***

## **CURRENT**

### **Non-Discrimination of Membership**

- 3.15 No applicant for membership in the Corporation shall be discriminated against on the basis of age, gender, race, religion, national origin, or disability

## **REVISED**

### **Non-Discrimination of Membership**

- 3.15 No applicant for membership *or member* in the Corporation shall be discriminated against on the basis of age, gender, race, religion, national origin, *sexual orientation*, or disability