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**Short Form
Return of Organization Exempt From Income Tax**

2012

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)
▶ Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities,
and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions).
All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000
at the end of the year may use this form.
▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

**Open to Public
Inspection**

A For the 2012 calendar year, or tax year beginning _____, and ending _____

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
NAIOP CENTRAL OHIO CHAPTER

Number and street (or P O box, if mail is not delivered to street address) Room/suite
470 OLDE WORTHINGTON ROAD 200

City or town, state or country, and ZIP + 4
WESTERVILLE OH 43082

D Employer identification number
31-1324664

E Telephone number
614-410-6707

F Group Exemption Number ▶

G Accounting Method Cash Accrual Other (specify) ▶ _____

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

I Website: ▶ **WWW.NAIOP.ORG**

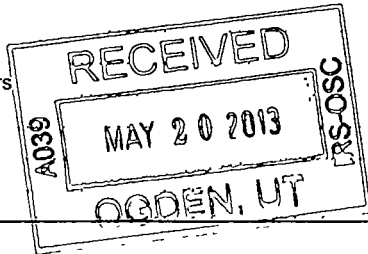
J Tax-exempt status (check only one) — 501(c)(3) 501(c) (**6**) (insert no) 4947(a)(1) or 527

K Check if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ. ▶ \$ **177,004**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)
Check if the organization used Schedule O to respond to any question in this Part I

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	
	2	Program service revenue including government fees and contracts	2	153,530
	3	Membership dues and assessments	3	11,280
	4	Investment income	4	379
	5a	Gross amount from sale of assets other than inventory	5a	
	b	Less cost or other basis and sales expenses	5b	
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Gaming and fundraising events		
	a	Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	
b	Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b	11,815	
c	Less direct expenses from gaming and fundraising events	6c	7,073	
d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d	4,742	
7a	Gross sales of inventory, less returns and allowances	7a		
b	Less cost of goods sold	7b		
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe in Schedule O)	8		
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	169,931	
Expenses	10	Grants and similar amounts paid (list in Schedule O)	10	
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	
	13	Professional fees and other payments to independent contractors	13	1,377
	14	Occupancy, rent, utilities, and maintenance	14	350
	15	Printing, publications, postage, and shipping	15	400
	16	Other expenses (describe in Schedule O)	16	145,708
17	Total expenses. Add lines 10 through 16	17	147,835	
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	22,096
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	195,525
	20	Other changes in net assets or fund balances (explain in Schedule O)	20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	217,621



5P

Part II Balance Sheets (see the instructions for Part II)

Check if the organization used Schedule O to respond to any question in this Part II

	(A) Beginning of year		(B) End of year
22 Cash, savings, and investments	195,525	22	217,621
23 Land and buildings	0	23	
24 Other assets (describe in Schedule O)	0	24	
25 Total assets	195,525	25	217,621
26 Total liabilities (describe in Schedule O)	0	26	0
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	195,525	27	217,621

Part III Statement of Program Service Accomplishments (see the instructions for Part III)

Check if the organization used Schedule O to respond to any question in this Part III

What is the organization's primary exempt purpose?

PROVIDE EDUCATION AND PROMOTE COMMUNITY SUPPORT

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Expenses
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others.)

28 NEWSLETTER - PROVIDES LINE OF COMMUNICATION BETWEEN THE INDUSTRY AND PUBLIC FOR THE BENEFIT OF ALL MEMBERS. ALSO, KEEPS MEMBERS INFORMED OF CURRENT INDUSTRY DEVELOPMENTS AND ASSOCIATION ACTIVITY. (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	28a
29 ANNUAL AWARDS DINNER AND MONTHLY METTERS - PROVIDES A FORUM FOR MEMEBERS TO EXCHANGE IDEAS, FOSTER EDUCATION AND KEEP THEM ABREAST OF DEVELOPMENTS IN THEIR INDUSTRY. (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	29a
30 CONTRIBUTIONS PAID ON BEHALF OF THE MEMBERS TO CAUSES PROMOTING THE ORGANIZATION'S EXEMPT PURPOSE. (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	30a
31 Other program services (describe in Schedule O) (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	31a
32 Total program service expenses (add lines 28a through 31a)	32

Part IV List of Officers, Directors, Trustees, and Key Employees List each one even if not compensated (see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV

(a) Name and title	(b) Average hours per week devoted to position	(c) Reportable compensation (Forms W-2/1099-MISC) (If not paid, enter -0-)	(d) Health benefits, contributions to employee benefit plans, and deferred compensation	(e) Estimated amount of other compensation
FRANZ GEIGER PRESIDENT	1.00	0	0	0
ANDREW WECKER PRESIDENT-ELECT	1.00	0	0	0
RICHARD SCHUEN TREASURER	1.00	0	0	0
CLIFF AIKEN SECRETARY	1.00	0	0	0
ANDREW WEEKS IMMEDIATE PAST PRES	1.00	0	0	0
JACK J O'NEILL DIRECTOR EMERITUS	1.00	0	0	0
DEBBIELEE DOUGHERTY EXECUTIVE DIRECTOR	1.00	0	0	0
KENNEY MCDONALD BOARD MEMBER	1.00	0	0	0
PAUL DEPASCALE BOARD MEMBER	1.00	0	0	0
ALEX VULIC BOARD MEMBER	1.00	0	0	0
PHILIP RASEY BOARD MEMBER	1.00	0	0	0
DAVID ROYER BOARD MEMBER	1.00	0	0	0

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the instructions for Part V) Check if the organization used Schedule O to respond to any question in this Part V

33 Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O
34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name
35a Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?
35b If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O
35c Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N
37a Enter amount of political expenditures, direct or indirect, as described in the instructions
37b Did the organization file Form 1120-POL for this year?
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?
38b If "Yes," complete Schedule L, Part II and enter the total amount involved
39 Section 501(c)(7) organizations Enter
39a Initiation fees and capital contributions included on line 9
39b Gross receipts, included on line 9, for public use of club facilities
40a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911, section 4912, section 4955
40b Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I
40c Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958
40d Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization
40e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T
41 List the states with which a copy of this return is filed NONE
42a The organization's books are in care of DEBBIELEE DOUGHERTY Telephone no 614-410-6707
42b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country
42c At any time during the calendar year, did the organization maintain an office outside the U S? If "Yes," enter the name of the foreign country
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the tax year
44a Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
44b Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
44c Did the organization receive any payments for indoor tanning services during the year?
44d If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O
45a Did the organization have a controlled entity within the meaning of section 512(b)(13)?
45b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

Table with Yes/No columns. 46 Yes No X

Part VI Section 501(c)(3) organizations only

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51

Check if the organization used Schedule O to respond to any question in this Part VI

47 Did the organization engage in lobbying activities or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

Table with Yes/No columns. 47 Yes No

48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

Table with Yes/No columns. 48 Yes No

49a Did the organization make any transfers to an exempt non-charitable related organization?

Table with Yes/No columns. 49a Yes No

b If "Yes," was the related organization a section 527 organization?

Table with Yes/No columns. 49b Yes No

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"

Table with 5 columns: (a) Name and title of each employee paid more than \$100,000, (b) Average hours per week devoted to position, (c) Reportable compensation (Forms W-2/1099-MISC), (d) Health benefits, contributions to employee benefit plans, and deferred compensation, (e) Estimated amount of other compensation.

f Total number of other employees paid over \$100,000

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None"

Table with 3 columns: (a) Name and address of each independent contractor paid more than \$100,000, (b) Type of service, (c) Compensation.

d Total number of other independent contractors each receiving over \$100,000

52 Did the organization complete Schedule A? Note All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A

Yes No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer: Debbie Lee Dougherty, Date: 5/15/13, Type or print name and title: DEBBIELEE DOUGHERTY, EXECUTIVE DIRECTOR

Paid Preparer Use Only: Pritchett, Dlusky, Saxe & Keller, Ltd. Preparer's signature: William J Keller, CPA, Date: 5-2-13, Firm's EIN: 31-1627911, Firm's address: 1621 W FIRST AVE, COLUMBUS, OH 43212-3349, Phone no: 614-481-8051

May the IRS discuss this return with the preparer shown above? See instructions

Yes No

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

NAIOP CENTRAL OHIO CHAPTER

Employer identification number

31-1324664

FORM 990-EZ, PART I, LINE 16 - OTHER EXPENSES

DESCRIPTION

AMOUNT

EXPENSES

OFFICE	\$	355
INSURANCE	\$	1,614
ADMINISTRATIVE FEES	\$	63,088
BANK/CREDIT CARD CHARGES	\$	1,833
CHARITABLE DONATIONS	\$	5,100
CONVENTIONS & MEETINGS	\$	45,645
DUES & SUBSCRIPTIONS	\$	4,089
MITIGATION MEETING	\$	10,079
PUBLIC RELATIONS	\$	7,500
WEBSITE MAINTENANCE	\$	6,405
TOTAL	\$	145,708

FORM 990-EZ, PART III, LINE 31 - ALL OTHER ACCOMPLISHMENT

MONIES CONTRIBUTED TO THE OSU FISHER COLLEGE OF BUSINESS FUND TO BE GIVEN
TO STUDENTS STUDYING IN AREAS THAT PROMOTE THE ORGANIZATION'S PURPOSE.

Form 990-EZ, Part I, Line 3 - Membership Dues and Assessments

Description	Amount
DUES	\$ 11,280
TOTAL	\$ 11,280



DATE: 05/29/2009	DOCUMENT ID 200914801016	DESCRIPTION DOMESTIC/AMENDMENT TO ARTICLES (AMD)	FILING 50 00	EXPED 00	PENALTY .00	CERT 00	COPY 00
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Receipt

This is not a bill. Please do not remit payment.

CENTRAL OHIO CHAPTER NAIOP
 470 OLDE WORTHINGTON RD
 STE 200
 WESTERVILLE, OH 43082

**STATE OF OHIO
 CERTIFICATE**

Ohio Secretary of State, Jennifer Brunner

1200791

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

NAIOP CENTRAL OHIO CHAPTER

and, that said business records show the filing and recording of:

Document(s)
DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):
200914801016



United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of the
 Secretary of State at Columbus, Ohio
 this 28th day of May, A.D. 2009.

Ohio Secretary of State

BY-LAWS OF NAIOP CENTRAL OHIO CHAPTER

ARTICLE I - NAME

- Section 1. The name of this Corporation shall be the NAIOP Central Ohio Chapter ("Chapter").
- Section 2. The Chapter acknowledges that the name "NAIOP" is a trade mark licensed to the Chapter by the National Association of Industrial and Office Properties ("NAIOP Corporate") for so long as the Chapter complies with the policies and procedures adopted from time to time by the Board of Directors of NAIOP Corporate. If the license to use the name NAIOP is revoked by the Board of Directors of NAIOP Corporate, the Chapter agrees to discontinue use of the name NAIOP.
- Section 3. The determination about whether the Chapter is complying with the policies and procedures of NAIOP Corporate shall be solely within the power of the Board of Directors of NAIOP Corporate.

ARTICLE II - PURPOSES

- Section 1. The purpose of the Association shall be:
- A. To unite persons actively engaged in, or interested in, the development, management, investment in, and financing of commercial real estate through membership in a non-profit association.
 - B. To develop through research, discussion and exchange of information better standards for the development, ownership and operation of commercial real estate.
 - C. To provide opportunities for members to increase their knowledge of the commercial real estate industry; and to increase their individual capabilities.
 - D. To provide leadership on issues of concern to members of the Chapter.
 - E. To interact with governmental agencies, public utilities, financial and insurance companies.
 - F. To conduct or engage in all lawful activities in furtherance of the foregoing purposes or incidental thereto.
 - G. To aggressively represent the commercial real estate industry's position with respect to national real estate policy making.
 - H. To enhance the image of the commercial real estate industry with the general public.

ARTICLE III - PRINCIPAL MEMBERSHIP

- Section 1. Any person, legal or real, whose primary business is engaged in the development, ownership, management of, or investment in commercial real estate, shall, without discrimination, be eligible for Principal Membership in the Chapter, provided that the person is also a Principal Member of NAIOP Corporate and maintains a place of business within the territorial jurisdiction of the Chapter.
- Section 2. An eligible person shall become a Principal Member of the Chapter upon approval of his or her membership application and receipt of dues by the Board of Directors of NAIOP Corporate.

ARTICLE IV - ASSOCIATE MEMBERSHIP

- Section 1. Any person, legal or real, not qualifying under Article III, Section 1, for membership in the Chapter, shall without discrimination, be eligible for Associate Membership in the Chapter provided that the person is also an Associate Member of NAIOP Corporate.
- Section 2. Applicants shall be approved for Associate Membership upon approval of his or her membership application and receipt of dues by the Board of Directors of NAIOP Corporate.
- Section 3. Associate Members shall receive all publications of the Association; and may attend, as a voting member or Alternate voting member, all annual and special meetings of the voting members. With the exception of the provision for Associate Members on the Board of Directors in Article VIII, Section 1, Associate Members shall be eligible to serve as Officers or Directors and to vote at regular or special meetings of the Association. Associate Members may act as voting members of any regular, special or standing committee, and they may serve in appointed positions at the pleasure of the Chairman of the Board of the Association.

ARTICLE V - AFFILIATE MEMBERSHIP

- Section 1. Any person employed by a Principal Member or Associate Member may be designated by such Principal or Associate Member to become an Affiliate Member of the Chapter provided that the person is also an Affiliate Member of NAIOP Corporate, subject to payment of annual dues as prescribed by the Board of Directors of NAIOP Corporate.
- Section 2. Notification of the appointment and address of an Affiliate Member shall be sent by the Principal Member or Associate Member to the President of the Chapter.

- Section 3. Affiliate Members shall receive all publications, notices and other materials issued by the Chapter to its Principal and Associate Members, and may attend all annual and special meetings of the voting members. Affiliate Members may not vote at any regular or special meeting. Affiliate members may serve as Chapter Officers; act as members of any regular, special or standing committee; and may serve in appointed positions at the pleasure of the President of the Chapter. When an Affiliate Member serves in a position that requires a vote, such as an officer of the Chapter, s/he shall have the right to vote on all matters coming before him/her.
- Section 4. No affiliate membership shall exist in a Chapter without a Principal or Associate Member in good standing representing the same firm in the same Chapter.

ARTICLE VI - ADMISSIONS PROCEDURE

- Section 1. Applicants for Principal or Associate membership in the Chapter shall be submitted to NAIOP Corporate for consideration by the Board of Directors of NAIOP Corporate.
- Section 2. Persons, whether legal or real, who wish to apply for membership in the Chapter, must share the common purposes of the Chapter as set forth in the statement of purposes in the Articles of Incorporation and the By-Laws of the Chapter or Chapters to which they belong and agree to be bound by the provisions of those documents. They shall also agree to accept the decisions and rulings of the officers, directors and committees of the Chapter.

ARTICLE VII - DUES

- Section 1. Dues, fees and assessments for the various categories of membership shall be in amounts established from time to time by majority vote of the Board of Directors of the Chapter. Dues, pursuant to Article XI, Section 2, shall be paid within one hundred twenty (120) days of the billing date. In establishing these amounts, the Board of Directors may, at its discretion, prescribe a separate structure within each category of membership for special groups such as public officials, students, and academicians.
- Section 2. No dues, fees or assessments shall be collected by Chapters on behalf of NAIOP Corporate without prior authorization of the Board of Directors, and any funds so collected shall be fully accounted for to the Treasurer of the Association.
- Section 3. The Association may share a portion(s) of dues and other revenues with one or more Chapters pursuant to policies and procedures adopted from time to time by the Board of Directors.
- Section 4. The Chapter shall file with the Treasurer of NAIOP Corporate an audited, or if no

audit is performed, an unaudited financial statement covering the finances of the Chapter as of December 31st of the prior year. This financial statement must be submitted each year no later than February 1st, unless a different timetable is established or agreed upon by the Board of Directors of NAIOP Corporate.

ARTICLE VIII - BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of at least the four Elected Officers provided for in Article IX, Section 1, the two (2) Past-Presidents of the Chapter as provided for in Section 3 of this Article, and four (4) other persons elected as Members of the Board of Directors.
- Section 2. The four (4) Directors who are not Elected Officers or Past-Presidents shall be elected by the Principal and Associate Members at the Annual Meeting or by mail ballot, facsimile transmission, or electronic mail pursuant to the provisions of Article X, Section 8. These Directors shall take office on January 1 following their election.
- Section 3. A Past-President shall be an ex-officio voting member of the Board of Directors for a term of two years following his last term as President. Following such two-year term, a Past-President shall be a non-voting ex-officio Director, and s/he shall again be eligible for nomination and election, or appointment in the case of a vacancy, to be a member of the Board of Directors.
- Section 4. Any vacancies on the Board of Directors shall be filled by the Board of Directors for the unexpired term of the resigning director(s).
- Section 5. No elected or appointed member of the Board of Directors may serve more than two consecutive three-year terms as Director. A two-year waiting period shall be required before a member is again eligible for re-appointment or re-election. A member appointed to serve eighteen months or less of the unexpired term of a member of the Board of Directors shall be eligible to serve as a member for a maximum of two additional, consecutive three-year terms. If a member is appointed to serve more than eighteen months of the unexpired term of a member of the Board of Directors, s/he may be elected or appointed for one additional three-year term but s/he must comply with the two-year waiting period before being elected or appointed to a second three-year term. This provision does not apply to Past-Presidents, whose tenure is governed exclusively by the provisions of Section 3.
- Section 6. The Board of Directors shall meet at such time and places as it may from time to time fix and designate. Meetings may be called at any time by the President and shall be called by the President upon written request of one-third (1/3) of the members of the Board. At least four weeks written notice of any meeting shall be given to each Director. A quorum for any meeting of the Board of Directors shall consist of two Officers and two Members of the Board of Directors who are not Officers or Past-Presidents of the Chapter.

- Section 7. Notwithstanding the provisions of Section 6, the Board of Directors may, by majority vote, waive the four-week notice requirement. The Board of Directors and the Executive Committee provided for in Article XII, Section 2, may vote by mail ballot, facsimile transmission, or telephone poll under such terms and conditions as the Board of Directors may authorize. The Board of Directors shall have the authority to prescribe the terms and conditions regulating proxy voting by members of the Chapter.
- Section 8. Each member of the Board of Directors must attend at least six Board meetings per year and not miss more than two consecutive board meetings. Removal of any director violating this section will be at the discretion of the Board of Directors.

ARTICLE IX - OFFICERS

- Section 1. There shall be four elected officers of the Chapter; namely, a President, a President-Elect, a Secretary and a Treasurer. All of the officers shall be elected by the Principal and Associate Members of the Chapter at the Annual Meeting or by mail ballot, facsimile transmission, or electronic mail. Each elected officer shall serve for the term of one year beginning January 1, and until the election and qualification of their successor, which shall occur no later than December 31 of that year.
- Section 2. The President shall be the Administrative Officer and be responsible to the Board of Directors for all operations of the Chapter. S/he shall also maintain a current list of the names and addresses of all voting members and alternate voting members appointed by the Principal and Associate Members. S/he shall be a voting member of the Board of Directors and all committees, including the Executive Committee.
- Section 3. The President shall be the chief executive officer of the Chapter. S/he shall preside at all meetings of the voting members and of the Board of Directors. S/he shall be a member of all committees.
- Section 4. The President-Elect shall perform all the duties and exercise all the powers of the President in his/her absence or disability; if both the President and President-Elect are absent or disabled, the Vice Chairs(s) with the most seniority on the Executive Committee shall perform their duties and exercise their powers, as necessary. These provisions are solely for the purpose of assuring continued operation of the Chapter and are not intended to constitute a line of succession for other purposes.
- Section 5. The Secretary shall be secretary of the Chapter and of the Board of Directors. S/he shall keep the minutes of the meetings of the Board of Directors.
- Section 6. The Treasurer shall have custody of the monies of the Chapter which shall be deposited in the name of the Chapter in a bank or trust company approved by the Board of Directors, and, if required, shall furnish such security for the faithful discharge of the Treasurer's duties as may be required by the Board of Directors.

S/he shall keep the accounts of the Chapter and make a full report at each meeting of the Board of Directors. S/he shall have the power to disburse funds of the Chapter as shall be required in the conduct of its affairs; and shall be empowered to delegate this duty to the President or such officer or representative of the Association as authorized by resolution of the Board of Directors.

- Section 7. Each Elected Officer shall be an ex-officio member of the Board of Directors with a right to vote and shall be included in constituting a quorum of the Board of Directors.
- Section 8. In case of a vacancy occurring among the Officers, by resignation or otherwise, the Board of Directors shall have the power to fill such vacancy for the remainder of the current term.

ARTICLE X - MEETINGS AND QUORUMS

- Section 1. The Annual Meeting of the Chapter shall be held on a date and at a time and place as determined by the Board of Directors. At least four weeks written notice of the time and place of the Annual Meeting shall be sent to each member of the Association. In the event no Annual Meeting is called, the election of Directors may be held by mail pursuant to the provisions of Section 8 of this Article X.
- Section 2. Special Meetings of the Delegates may be called by the President and shall be called by the President upon the request of a majority of the Board of Directors. At least four weeks written notice of any Special Meeting, including a statement of the purpose for which the meeting is called, shall be sent to each Member of the Chapter.
- Section 3. A quorum for any Annual Meeting shall consist of ten (10) percent of the Principal Members, when present in person or by proxy, who have had notice of not less than four weeks.
- Section 4. A quorum for any Special Meeting shall consist of not less than ten (10) percent of the Principal Members when present in person or by proxy. All members shall be notified by mail sent out at least four weeks in advance, stating the time and place of the Special Meeting and the matters to be considered. Any actions taken at the Special Meeting without such prior notice shall not be final until confirmed at the next Annual Meeting or at a subsequent Special Meeting following due notice of the action considered.
- Section 5. At all Annual or Special Meetings, all Members shall be entitled to the privilege of the floor and to participate in the discussions, but only Principal Members may vote.
- Section 6. RESERVED
- Section 7. The nomination of an independent accounting firm to represent the Chapter for the

forthcoming year shall be voted upon by the Board of Directors by a majority vote of an established and validated quorum.

Section 8. Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the membership and when it deems it inexpedient to call a special meeting for such purpose, the Board of Directors may, unless otherwise required by these By-Laws, submit such a matter to the Principal Members, in writing by mail for vote and decision, and the question shall be determined according to a majority vote of the votes received by mail, facsimile transmission, electronic mail or telegraph within thirty (30) days after submission of the issue to the members, provided that, in each case, the votes of at least twenty-five (25) percent of the voting members shall have been received. Any and all actions taken pursuant to a majority vote in each case shall be binding upon the Chapter in the same manner as would be action taken at a duty called meeting.

ARTICLE XI - RESIGNATIONS, DELINQUENT PAYMENTS, AND EXPULSIONS

Section 1. Resignations from Principal, Associate or Affiliate Membership shall be made in writing to the President, but shall not relieve any Member from liability for dues accrued and unpaid at the time such resignation is filed.

Section 2. The Board of Directors may drop from membership any Principal, Associate or Affiliate Member delinquent in payment of dues by more than sixty (60) days.

Section 3. The Board of Directors may, at any time, by a two-thirds (2/3) vote of those present reprimand, suspend, remove from office, or terminate the membership or modify the designation of any Principal Member, Associate Member, Affiliate Member, Officer, Past-President or Director who in its judgment has violated the By-Laws, or who has been guilty of conduct detrimental to the best interest of the Chapter, or who has been guilty of refusal or willful neglect to comply with any order or decision of the Board of Directors. Prior to the meeting at which such vote is taken, the Member or person shall be given advance notice of the change and an opportunity to appear and contest the allegation; however, a vote by the Board shall be final and any termination of membership or designation shall cancel all rights, interests and privileges of such member or elected officer in the services and resources of the Chapter.

ARTICLE XII - COMMITTEES

Section 1. A Nominating Committee shall be established. The current President and the two immediate Past-Presidents of the Chapter shall serve as the Nominating Committee each year to determine individuals to be presented as Officers and Directors to the

members. The immediate Past-President shall serve as Chair of the Committee. It shall be his responsibility to call a meeting early enough to nominate the slate of officers and directors and notify the membership of the slate for the Annual Meeting at least four weeks prior to the Annual Meeting. The Nominating Committee shall be guided by policies set down from time to time by the Board of Directors of the Chapter. Further the slate of officers and directors should reflect the Chapter's continuing desire and preference to maintain a high concentration of Principal Members as directors and officers as opposed to Affiliate or Associate Members.

Section 2. The Executive Committee of the Board of Directors shall consist of five voting members, comprised of the four Elected Officers and the immediate Past-President. The term of office for members of the Executive Committee shall coincide with the term of office of the officers elected each year. The Executive Committee shall have full authority to act as and on behalf of the Board of Directors in the interim between scheduled meetings of the Board of Directors. Three (3) voting members shall constitute a quorum. Meetings may be called by the most senior officer of the Chapter serving on the Executive Committee or, in their absence or disability, by the most senior official of the Chapter. The Secretary or such other person as the Executive Committee may designate shall record and transcribe the minutes of each Meeting of the Executive Committee, which shall be circulated only to the Executive Committee Members and such other persons as the Executive Committee designates for the purpose of carrying on the business of the Chapter.

Section 3. There shall be such additional standing committees and special committees as determined by the Board of Directors. The members and chairpersons of all committees shall be appointed by the President, by and with the approval of a majority of the Board of Directors.

ARTICLE XIV - GENERAL PROVISIONS

Section 1. The fiscal year of the Association shall be from January 1 to December 31 or such other term as the Board of Directors may decide upon.

Section 2. The rules of procedure for conduct of meetings of the voting members, the Board of Directors, and the Committees of the Association shall be those rules contained in the latest edition of Robert's Rules of Order except as otherwise provided in the Articles of Incorporation or these By-Laws.

Section 3. The Chapter shall conduct its business as a not-for-profit corporation and apply for a tax exemption under the relevant provisions of the Internal Revenue Code.

ARTICLE XV - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Each person who was or is made a party or is threatened to be made a party to or

involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative ("proceeding"), by reason of the fact that s/he, or a person of whom he is the legal representative, is or was a director or officer of the Chapter or is or was serving at the request of the Chapter as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Chapter to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended, (but, in the case of any such amendment, only to the extent that such amendment permits the Chapter to provide broader indemnification rights than said Law permitted the Chapter to provide prior to such amendment) against all expenses, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith; provided, however, that the Chapter shall indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) was authorized by the Board of Directors of the Chapter. Such right shall be a contract right and shall include the right to be paid by the Chapter expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer in his capacity as a director or officer (and not in any other capacity in which service was rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Chapter of undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Section or otherwise.

- Section 2. If a claim under Section 1 is not paid in full by the Chapter within ninety (90) days after written claim has been received by the Chapter, the claimant may at any time thereafter bring suit against the Chapter to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the Chapter) that the claimant has not met the standards of conduct which make it permissible under the Ohio General Corporation Law for the Chapter to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Chapter. Neither the failure of the Chapter (including its Board of Directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Ohio General Corporation Law, nor an actual determination by the Chapter (including its Board of Directors, independent legal

counsel, or its members) that the claimant had not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant had not met the applicable standard of conduct.

Section 3. The rights conferred on any person by Sections 1 and 2 of this Article XV shall not be exclusive of any other right which such person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, By-Laws, agreement, vote of members or directors or otherwise.

Section 4. The Chapter may maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the Chapter or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Chapter would have the power to indemnify such person against such expense, liability or loss under the Ohio General Corporation Law.

ARTICLE XVI - AMENDMENTS

Section 1. Upon proposal by the Board of Directors, these By-Laws may be amended, repealed, or altered, in whole or in part, (a) by a majority vote of the voting members of the Principal Members present, in person or by proxy, at any meeting of the Chapter; provided that a copy of any amendment proposed for consideration shall be mailed to the last recorded address of the voting member of each Principal Member of the Chapter at least thirty (30) days prior to the date of the meeting; or (b) by approval of the Delegates of the Principal Members through mail vote in accordance with the provisions of Article X, Section 8.

Section 2. Unless otherwise stated, the amendment shall be effective upon adoption by the Principal Members.