ARTICLES OF INCORPORATION
OF
BATH TOWNSHIP FIRE DEPARTMENT FOUNDATION, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation, not for profit, under the General Corporation Act of Ohio, do hereby certify:

FIRST

The name of the corporation shall be BATH TOWNSHIP FIRE DEPARTMENT FOUNDATION, INC.

SECOND

The place in this state where the principal office of the corporation is to be located is 1787 North Dixie Highway, Lima, OH 45801.

THIRD

The corporation is a non-profit corporation organized exclusively for charitable, educational and scientific purposes under §501 (c) (3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any further United States Internal Revenue Law) including for such purposes to accept and expend funds in support of training, education, professional development and equipment needs for the Bath Township Fire Department to assist in the preservation and protection of life and property from and during such fires and emergencies as may occur in Bath Township, Allen County, Ohio and the neighboring communities which may be assisted in time of need by the Bath Township Fire Department. In the furtherance of the purposes and objectives of this corporation, it may carry on any and all other activities incidental to the above purposes, non-exclusively including the following specific activities: (a) to receive and maintain a fund or funds of real or personal property, or both and, subject to the restrictions and limitations hereinafter set forth, applying the whole or any part thereof of the income there from exclusively for the above-stated charitable, educational and scientific purpose either directly or by contributions to organizations duly authorized to carry on charitable, educational or scientific activities, provided however, that no part of any income or such principal shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or individual or any substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, or which participates in or intervenes in (including the publishing or distributing of any statements) any political campaign on behalf of any candidate for public office.

FOURTH

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to make compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part or 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activity not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) or (ii) a organization, contributions to which are deductible under §170 (c)(2) of the Internal Revenue Code of 12986, as amended (or the corresponding provision of any future United States Internal Revenue law).

FIFTH

Upon the dissolution of the corporation, the Board of Trustees of the corporation shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine, which are organized and operated exclusively for such purpose.

SIXTH

The following persons shall serve said corporation as Trustees until the first annual meeting or other meeting called to elect Trustees:

Joseph L. Kitchen
Brenda Meyer
Terry Baldwin
Tara Mulholland
Barbara Pinney
Crystal Plumpe
Kevin Schmiedebusch

SEVENTH

In the event the Code of Regulations (if any) of the corporation now or hereafter contain any terms or provisions that are inconsistent or in conflict with any of the terms or provisions of these Articles of Incorporation, such terms shall control and shall supersede such conflicting or inconsistent terms and provisions of the Code of Regulations, but such conflict or inconsistency shall not impair, nullify or otherwise effect the remaining terms and provisions of such Code of Regulations, which shall remain in full force and effect. References herein to these Articles of Incorporation refer to these Articles or any such Articles as then in effect and as the same may be amended from time to time thereafter.

EIGHTH

These Articles may be amended by the two-thirds (2/3) vote of the voting members of the Board of Trustees present in person or by proxy at any general meeting of the Board or at a special meeting of the Board called for that purpose provided that a quorum is presented.

IN WITNESS WHEREOF, We, the undersigned incorporators do hereunto affix our signatures, this ____ day of _____, 2018

_____
JOSEPH L. KITCHEN

_____
BRENDA MEYER

_____
TERRY BALDWIN

_____
TARA MULHOLLAND

_____
BARBARA PINNEY

_____
CRYSTAL PLUMPE

_____
KEVIN SCHMIEDEBUSCH

CODE OF
REGULATIONS
OF THE
BATH TWP. FIREMAN'S ASSOCIATION INC.
(aka BATH TWP. FIRE DEPT. FOUNDATION)

ARTICLE I - ADOPTION OF REGULATIONS

These Regulations are adopted pursuant to Section 1702.11 of the Ohio Revised Code for **BATH TWP. FIREMAN'S ASSOCIATION INC.** (hereinafter referred to as the FOUNDATION), a non-profit corporation organized in accordance with the laws of the State of Ohio.

ARTICLE II – MEMBERSHIP

Section 2.1 - Members. The Members of the Foundation at any time shall consist of the persons who are then serving as Trustees of the Foundation. Any person elected and qualified as a Trustee shall automatically become a Member of the Foundation, and upon ceasing to be a Trustee, his or her membership in the Foundation shall automatically terminate. The Members shall include the Fire Chief, the Secretary/Treasurer, and five additional elected members. All members shall reside in Bath Township.

Section 2.2 - Powers Reserved to Members. Certain authority and powers of the Foundation are reserved to the Members of the Foundation. The following matters shall require the approval of two-thirds of the Members of the Corporation:

(a) any amendment to the Articles of Incorporation or the Code of Regulations of the Foundation;

(b) any sale, transfer, lease, or encumbrance of real estate by the Foundation;

(c) the acceptance of any conditional donations by the Foundation when compliance with such conditions would have a significant impact upon the nature and purpose,

plan or identity of the Foundation;

(d) the dissolution of the Foundation and the distribution of assets pursuant to Ohio Revised Code section 1702.47;

(e) all determinations of the number of Trustees of the Foundation.

ARTICLE III - TRUSTEES

Section 3.1 - Corporate Authority. All of the authority and powers of the Foundation shall be exercised by the Board of Trustees, except as otherwise provided by the Articles of Incorporation, these Regulations or the Ohio nonprofit corporation law.

Section 3.2 - Composition of the Board of Trustees. The Board of Trustees shall be comprised of not less than seven (7) nor more than nine (9) Trustees elected by the Members. The Fire Chief and the Secretary/Treasurer of the Bath Township Fire Department Foundation, Inc., shall be permanent Trustees of the Foundation. The number of Trustees shall be determined from time to time by the Members, provided, however, that no reduction in the number of Trustees shall of itself have the effect of shortening the term of any then incumbent Trustee. Trustees shall serve for terms of three (3) years each, and to the extent possible the terms shall be staggered so that approximately one-third (1/3) of the Trustees shall be elected or re-elected annually. Each Trustee shall hold office until his or her successor is elected and qualified or his or her earlier resignation, death, or removal.

Section 3.3 - Qualifications. All Trustees who are elected or appointed to fill vacancies shall be mature individuals of recognized prominence in the community who have an interest in the Foundation and its purposes and who have experience or interests that would be valuable to the Foundation. Trustees shall be residents of the Bath Township Fire Department response district.

Section 3.4 – Quorum. The presence of a majority of the Trustees of the Foundation at a

meeting of Trustees shall constitute a quorum.

Section 3.5 - Manner of Action. At any meeting of Trustees at which a quorum is present, the Trustees may take action by the affirmative vote of a majority of the Trustees of the Foundation present, except where a different proportion is required by law, the Articles of Incorporation or these Regulations. Each Trustee then in office shall have one (1) vote. Except as otherwise provided by law, the Articles of Incorporation or these Regulations, actions of the Board shall proceed in accordance with the most recent available published edition of Robert's Rules of Order.

Section 3.6 - Resignation and Removal. Any Trustee, by notice or writing to the Board of Trustees, may resign at any time. A Trustee may be removed with or without cause by the affirmative vote of two-thirds (2/3) of the Members. The removal of a Trustee shall create a vacancy as to which the-provisions of Section 3.2 of these Regulations shall apply. Should a Trustee fail to attend (including attendance through any form of electronic communication permitted by Section 3.13 of these Regulations) three (3) successive meetings, he or she may be asked to resign from the Board. Excused absences are those reported to the President or Treasurer before each meeting to be missed and accepted as such by the Board of Trustees.

Section 3.7 - Vacancies Among Trustees. Whenever any vacancy shall occur among the Trustees, whether occasioned by death, resignation, removal or otherwise, the Members of the Foundation may fill such vacancy for the unexpired portion of the term of the vacant position with a candidate who has been nominated by the Nominating Committee or by at least one (1) Member. If a person, who was nominated by the Nominating Committee shall not receive the requisite votes to be elected by the Members to fill a vacancy and the Members do not fill such vacancy with a person who was nominated by at least one of the Members, the Nominating Committee shall nominate another candidate.

Section 3.8 - Compensation. The Trustees shall not receive salaries, fees or compensation

for their services as Trustees or their attendance at any meeting or committee meeting of Trustees. The Board of Trustees may adopt a policy to reimburse Trustees for their reasonable out-of-pocket expenses incurred in the performance of their duties as Trustees.

Section 3.9 - Duality of Interest. A Trustee shall not be disqualified by his or her office from dealing with the Foundation as a vendor, purchaser, employee, agent, or otherwise, and no contract or transaction shall be void or voidable or in any way affected with respect to the Foundation for the-reason that it is between the Foundation and one or more of its Trustees, or between or affects the Foundation and any other corporation, trust, partnership, limited liability company, or other organization in which one or more of its Trustees are directors, trustees, partners, members, or officers, or have a financial or personal interest, or for the reason that one or more interested Trustees participate in or vote at the meeting of Trustees or a committee thereof which authorizes such contract or transaction, if in any such case:

(a) the material facts as to his, her or their relationship or interest and as to the contract, action, or transaction are disclosed or known to the Trustees or a committee thereof and the Trustees or a committee thereof, in good faith reasonably justified by such facts, authorize or ratify the contract, action, or transaction by the affirmative vote of a majority of the disinterested Trustees, even though the disinterested Trustees constitute less than a quorum,

(b) the material facts as to his, her or their relationship or interest and as to the contract, action, or transactions are disclosed or known to the Members and the contract, action, or transaction is specifically approved at a meeting of the Members held for the purpose of voting on the contract, action, or transaction by the affirmative vote of a majority of the Members who are not interested in the contract, action, or transaction, or,

(c) the contract, action, or transaction is fair as to the Foundation as of the time it is authorized or approved or ratified by the Trustees, a committee of the Trustees, or the

Members. For purposes of this Section, an "action" means a resolution that is adopted by the Trustees or a committee thereof, and a Trustee is not an interested Trustee solely because the subject of a contract, action, or transaction may involve or effect a change in control of the Foundation or his continuation in office as a Trustee of the Foundation.

Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a Trustee of the Foundation or the Foundation acting through its Trustees has acted in good faith is material, then notwithstanding any statute or rule of law or equity to the contrary (if one exists), his, her, or its good faith shall be presumed, in the absence of proof to the contrary, by clear and convincing evidence. For purposes of this Section 3.9, common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Trustees or committee thereof which authorizes or ratifies the contract or transaction.

Section 3.10 - Annual Meeting. An annual/reorganizational meeting of the Board of Trustees for the election of Officers, for the consideration of reports, and for such other business as may be brought before the meeting shall be held at such time each year as shall be specified by the Board of Trustees.

Section 3.11 - Regular Meetings. Regular meetings of the Trustees shall be held at the principal offices of the Foundation, 1787 N. Dixie Hwy., Lima, OH, or at such other place within the State of Ohio, date and time as may be fixed by the Board of Trustees or by the President as authorized by the Board.

Section 3.12 - Special Meetings. Special meetings of the Trustees of the Foundation may be held at any time upon call by the President or by any three (3) Trustees who deliver a written request to the Secretary for the calling of a meeting at least seven (7) business days prior to the minimum notice period for the meeting to be called. The business to be transacted at any special

meeting shall be limited to that set forth in the notice of meeting, unless all Trustees then in office are present at such special meeting and waive such notice requirement.

Section 3.13 - Place of Meetings and Electronic Meetings. Meetings of the Board of Trustees may be held at the principal offices of the Foundation or at any other location within or without the State of Ohio. If no designation is made in the notice of meeting, the place of meeting shall be the principal office of the Foundation. Notwithstanding anything herein to the contrary, any meeting of the Board of Trustees may be held through any form of electronic communication pursuant to which each Trustee is able to hear each other Trustee who is participating or in any other manner permitted under the laws of the State of Ohio. Such participation shall constitute attendance at such meeting.

Section 3.14 - Notice of Meetings. Except as otherwise provided in these Regulations, written notice of each annual, regular or special meeting of the "Board of Trustees shall be given by the Secretary to each Trustee by letter, email, fax transmission or in person not less than seven nor more than thirty (30) days prior to such meeting. Any Trustee may waive notice of any meeting in writing either before or after such meeting, and, by attending any meeting without protesting the lack of proper notice, shall be deemed to have waived notice thereof. Unless otherwise limited in the notice thereof, any business may be transacted at any annual or regular meeting. The notice need not specify the purposes of the meeting, except with respect to a proposed action to elect a Trustee or Officer, and if an amendment to the Articles of Incorporation or these Regulations is proposed, a copy of such proposed amendment shall accompany the notice.

Section 3.15 - Minutes of the Meetings. Accurate minutes of the proceedings of each Annual, Regular, and Special Meeting of the Board shall be kept by the Secretary of the Board and those minutes shall be presented for approval at the next regularly scheduled meeting of the Board.

Section 3.16 - Action by Board of Trustees Without A Meeting. Any action that may be authorized or taken at a meeting of the Board of Trustees may be authorized or taken without a meeting through an action in a writing or writings signed by all of the Trustees.

Section 3.17 - Bylaws. The Board of Trustees may adopt Bylaws for its own governance that shall be consistent with the Articles of Incorporation and these Regulations.

ARTICLE IV - COMMITTEES

Section 4.1 - Creation and Membership. The Board of Trustees may from time to time create committees of the board consisting of not less than two (2) Trustees and appoint the members thereof. Except as otherwise provided in these Regulations, only Trustees shall serve on committees and each committee shall consist of at least two (2) Trustees. Except as hereinafter otherwise provided in these Regulations, all committee members shall be appointed by and serve at the pleasure of the Board. All appointments to each committee shall terminate at the conclusion of the first annual meeting of the Trustees following the appointment. Except as hereinafter otherwise provided in these Regulations, the Chairperson of each Committee shall be appointed by and serve at the pleasure of the Board of Trustees. The President of the Board serves ex officio on all Board Committees. The Board of Trustees may prescribe or limit the powers and duties of any committee of the Board.

Section 4.2 - Standing Committees.

(a) The members of the standing committees shall be appointed annually at the Annual Meeting of the Board, or the Regular meeting immediately following the Annual Meeting.

(b) The standing committees of the Board shall be Executive Committee, and the Nominating Committee.

(c) Executive Committee. The Executive Committee shall consist of the President, the Secretary-Treasurer, and the Fire Chief. Each member of the Executive Committee

shall have one vote. Except as specifically limited by action of the Board of Trustees, during intervals between meetings of the Board of Trustees, the Executive Committee shall have and may exercise all of the authority and powers of the Board of Trustees; provided, however, that the Executive Committee shall not have the authority to (i) incur debts on behalf of the Foundation, except for current expenses, (ii) establish committees of the Board, (iii) appoint members to, or the chairperson of, any committee of the Board, or (iv) appoint or remove any officer of the Foundation, without the express authorization of the Board of Trustees. The Executive Committee's powers shall include, but are not limited to, coordinating the duties of all other committees, and developing the agenda for Board meetings. The Executive Committee shall meet at the call of the President of the Board or the other two members of the Executive Committee.

(d) Nominating Committee. At all times, the membership of the Nominating Committee shall include at least two (2), but no more than four (4) Trustees, including the Chairperson of the Nominating Committee. At least thirty (30) days before the date of each annual meeting of the Members, the Nominating Committee shall present nominees for Trustee positions to the Members of the Corporation for election at the annual meeting of the Members. The Nominating Committee shall also present nominees (i) for elected officer positions to the Trustees at the annual meeting of Trustees, and (ii) for election whenever a vacancy arises in a Trustee or an elected officer position. In presenting any nominees, whether to fill a vacancy or for a full term, the Nominating Committee shall follow a process as set forth by the Nominating Committee and approved by the Board of Trustees. The Nominating Committee shall have and may exercise such additional authority and powers as are delegated to it by the Board of Trustees.

Section 4.3 - Special Committees. Special committees may be appointed by the Board of Trustees when the need arises to study and recommend action on matters not necessarily within the responsibilities of the regular standing committees of the Board. Special committees are

appointed for up to one year, or until they make official reports of recommendations to the whole Board.

Section 4.4 - Committee Meetings.

(a) Except as otherwise provided in these Regulations, written notice of each regular or special meeting of a committee shall be given by the Secretary or committee chairman to each committee member by letter, email, fax transmission, or in person not less than two (2) nor more than thirty (30) days prior to such meeting. Any committee member may waive notice of any meeting in writing either before or after such meeting, and, by attending any meeting without protesting the lack of proper notice, shall be deemed to have waived notice thereof. Unless otherwise limited in the notice thereof, any business may be transacted at any regular committee meeting.

(b) A majority of the members of a committee who are entitled to vote shall constitute a quorum for the transaction of any business, and at any regular or special meeting such committee may exercise any or all of its powers by the affirmative vote of at least a majority of the members of such committee who are entitled to vote and who are present at such meeting.

(c) Any authorized action by a committee may be taken without a meeting in a writing signed by all the members of the committee who are entitled to vote.

Section 4.5 - Committee Limitations.

(a) Each committee shall serve at the pleasure of the Board of Trustees, shall act only in the intervals between meetings of the Board or in making reports to the Board and shall be subject to the control and direction of the Board. Except as otherwise provided by law, the Articles of Incorporation or these Regulations, each committee shall act by a majority vote of the whole number of its members.

(b) No committee shall have the authority to:

1. approve any action for which the approval of the Board of Trustees is required by the Articles of Incorporation, these regulations, or Ohio law.

2. establish committees of the board of Trustees or appoint members thereof.

3. fill vacancies on the Board of Trustees or any committee.

4. elect or remove officers or to fill vacancies among the Trustees or on any committee.

(c) The Board of Trustees shall have the authority to:

1. limit the powers and duties of all committees and officers.

2. delegate to any other committee or officer the powers and duties of any committee or officer.

3. rescind or revise any action taken by any committee or officer (subject to the rights, if any, of third persons).

4. control and/or remove any officer or any member of any committee.

(d) All actions of a committee shall be reported to the Trustees at their next meeting following such action and shall be subject to revision or alteration by the Trustees, provided that no rights of any third person shall be affected thereby. Each committee shall be subject to the control and direction of the Board of Trustees.

ARTICLE V - OFFICERS

Section 5.1 - Officers Designated. The Trustees, at their annual meeting, or at a regular or special meeting called for such purpose and for which notice is given, shall elect a President, Vice President, a Secretary-Treasurer, and other such officers as the Trustees may from time to time designate. The officers may, but need not, be Trustees. Any two (2) or more officer positions

(except for President and Vice President) may be held by the same person. Notwithstanding the foregoing, no officer shall sign, acknowledge or verify any instrument in more than one capacity.

Section 5.2 - Election.

(a) All Officers shall be elected by the Board of Trustees by a majority vote at the Annual meeting. The elected Officers of the Foundation shall hold office until the next annual meeting of the Board of Trustees for a term of one (1) year (and until their successors are elected and qualified, except in case of resignation, death or removal.) The Board of Trustees may remove any elected or appointed Officer at any time with or without cause and may fill any vacancy in any office, however created. The Board of Trustees may elect an officer to fill a vacancy at any regular or special meeting for which notice is given.

Section 5.3 - President. The President shall preside at all meetings of the Board and shall perform such other duties as are usually incident to such office, or as may be prescribed by the Board of Trustees. The President shall, subject to the direction of the Board of Trustees, have general supervision, direction and control of the business and Officers of the Board of Trustees, and shall have such other powers and duties as may be prescribed by the Board of Trustees or these Regulations. The President shall be an ex officio member of all standing committees. The President may serve no more than two (2) successive one year terms, but after one (1) year's absence from the position of President, a former President is again eligible to serve as President.

Section 5.4 - Vice President. The Vice President shall have such powers and duties as may be prescribed by the Board of Trustees, and in the absence or disability of the President, shall perform all duties of the President.

Section 5.5 – Secretary-Treasurer. The Secretary-Treasurer shall keep records of the proceedings of all meetings of the Board at which he/she may be present and be responsible for the proper recording of the minutes of the proceedings of the Board of Trustees. He/she shall be

responsible for receiving and disbursing all funds of the Foundation, acting under the direction of the Board of Trustees. He/she shall keep financial records of the Foundation which shall be open for inspection or audit by the Trustees at any time. He/she shall prepare a report of transactions to be presented at each annual meeting of the Members and of the Trustees. He/she shall perform all the usual duties of the office, and such other powers and duties as may be prescribed by the Board of Trustees and as set forth in these Regulations.

Section 5.6 –Fire Chief. The Fire Chief of the Bath Township Fire Department shall serve on the Board of Trustees and as a member of the Executive Committee.

Section 5.7 - Delegation of Duties. The Board of Trustees is authorized to delegate the duties of any Officer to any other Officer and generally to control the action of the Officers and to require the performance of duties in addition to those mentioned herein.

Section 5.8 - Compensation. The Board of Trustees is authorized to determine or to provide the method of determining the compensation, if any, of all Officers of the Foundation.

Section 5.9 - Bond. Any Officer or employee, if required by the Board of Trustees, shall give bond in such sum and with such security as the Board of Trustees may require for the faithful performance of his or her duties.

Section 5.10 - Signing Checks and Other Instruments. The Board of Trustees is authorized to determine or provide the method of determining how checks, notes, bills of exchange and similar instruments shall be signed, countersigned or endorsed.

ARTICLE VI - NON-DISCRIMINATION

This Foundation is dedicated to public charity and shall serve all persons respectfully without regard to race, creed, color, national origin, sex, age, religion, sexual orientation or handicap.

ARTICLE VII - INDEMNIFICATION

The Foundation shall indemnify every Trustee, Officer, employee, agent, or volunteer, and every former Trustee, Officer, employee, agent, or volunteer of the Foundation and every person who is or has served at the request of the Foundation as a member, director, officer, employee, manager, agent, or trustee of another domestic or foreign nonprofit corporation or corporation for profit, partnership, limited liability company, joint venture, trust, or other enterprise to the fullest extent provided by, or permissible under, Section 1702.12(E) of the Ohio Revised Code. The indemnification rights with respect to an action, suit or proceeding referred to in said Section 1702.12(E) shall include the right to be paid by the Foundation for expenses, including attorneys' fees, incurred in any such Proceeding in advance of its final disposition if authorized by the Trustees and if the person seeking such advance payment delivers to the Foundation an undertaking to repay the amount advanced unless it shall be ultimately determined that he or she is entitled to be indemnified by the Foundation under the preceding sentence. The indemnification provided for herein shall not be deemed to restrict the right of the Foundation to indemnify employees, agents and others as permitted by said Section 1702.12(E) and shall not be deemed exclusive of any other rights of indemnification that any person may have in any capacity as a matter of law, under any vote of the Members or the Trustees, under any agreement, or otherwise.

The Foundation may purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee, agent, or volunteer of the Foundation, or is or was serving at the request of the Foundation as a member, director, officer, manager, employee, Agent, or trustee of another corporation, domestic or foreign, non-profit or for profit, partnership, limited liability company, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such whether or not the Corporation would have the power to indemnify him against such liability.

ARTICLE VIII - LIMITED CIVIL IMMUNITY OF VOLUNTEERS UNDER OHIO LAW

Section 9.1 - Ohio Law. Ohio Revised Code Section 2305.38 (the "Statute") provides, in pertinent part, as of the Effective Date, that an Officer, Trustee or other person who performs services for a charitable organization and who does not receive compensation, directly or indirectly, for such services (a "Volunteer") is not liable in damages in a civil action for injury, death or loss to persons or property that arises from any of the following actions or omissions:

(1) The actions or omissions of any officers, employees, trustees, or other Volunteers of the charitable organization for which the Volunteer performs services, unless -

(i) with prior knowledge of an action or omission of a particular officer, employee, trustee, or other Volunteer, the Volunteer authorizes, approves or otherwise actively participates in that action or omission, or

(ii) after an action or omission of a particular officer, employee, trustee, or other Volunteer, the Volunteer, with full knowledge of that action or omission, ratifies it.

(2) The actions or omissions of the Volunteer in connection with any Supervisory Services or Corporate Services that the Volunteer performs for the charitable organization, unless -

(i) an action or omission of the Volunteer involves conduct described in Subsection 9.1(1)(i) or (ii), above, or

(ii) an action or omission of the Volunteer constitutes willful or wanton misconduct or intentionally tortious conduct.

(3) The actions or omissions of the Volunteer in connection with any services (other than Supervisory Services and Corporate Services) that the Volunteer performs for the charitable organization, unless-

(i) an action or omission of the Volunteer involves conduct described in Subsection 9.1 (l)(i) or (ii), above, or

(ii) an action or omission of the Volunteer constitutes negligence, willful or wanton misconduct, or intentionally tortious conduct.

Section 9.2 - Statutory Definitions. The Statute also provides, in effect, that the following definitions and rules apply with respect to a charitable organization:

(1) "Charitable organization" means a charitable nonprofit corporation that is organized and operated pursuant to Chapter 1702 of the Ohio Revised Code, and any charitable association, group, institution, or society that is not organized and not operated for profit.

(2) "Corporate Services" means services performed by a Volunteer who is associated with a charitable organization and that reflect duties or responsibilities arising under Chapter 1702 of the Ohio Revised Code.

(3) "Supervisory Services" means services that are performed by a Volunteer who is associated with a charitable organization and that involve duties and responsibilities in connection with the supervision of one or more officers, employees, trustees, or other Volunteers of such Foundation .

(4) "Compensation" does not include actual and necessary expenses that are incurred by a Volunteer in connection with the services that he or she performs for a charitable organization, and that are reimbursed to the Volunteer or otherwise paid and membership in the charitable organization

or any other de minimis gift provided to a Volunteer.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Foundation shall end on the 30th day of June in each year or on such other day as may from time to time be fixed by the Board of Trustees.

ARTICLE X - SEAL

The Board of Trustees may adopt and alter a corporate seal, and use the same or a facsimile thereof, but failure to affix the corporate seal, if any, shall not affect the validity of the instrument.

ARTICLE XI - PROVISIONS IN ARTICLES OF INCORPORATION

These Regulations are at all times subject to the provisions of the Articles of Incorporation of this Foundation, as amended from time to time.

ARTICLE XII - ANNUAL REPORT

The Foundation shall prepare and submit an annual report to the Members. The annual report shall contain the Foundation's annual financial statements and a brief description of the major activities of the Foundation during the year.

ARTICLE XIII - AMENDMENTS

These Regulations may be altered, changed or amended in any respect or superseded by new Regulations in whole or in part, by the affirmative vote of at least two-thirds (2/3) of all of the Members of the Foundation, at any meeting called for that purpose, or without a meeting by the written consent of all of the Members of the Foundation.

ARTICLE XIV - EFFECT

These Regulations supersede and take the place of any existing Code of Regulations as the same may have been adopted and amended from time to time. These Regulations are effective as of the date set forth below ("the Effective Date").

Adopted by **BATH TOWNSHIP FIRE DEPARTMENT FOUNDATION, INC.** action of its Members on the _____ day of _____, 2018.

Trustees, Approving

_____
JOSEPH L. KITCHEN

_____
BRENDA MEYER

_____
TERRY BALDWIN

_____
TARA MULHOLLAND

_____
BARBARA PINNEY

_____
CRYSTAL PLUMPE

_____
KEVIN SCHMIEDEBUSCH

Trustees, Dissenting

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