

Education Fund Annual Meeting documents

LWVAA EDUCATION FUND ANNUAL MEETING JUNE 7, 2021

Dear Members,

With the adoption of a new Code of Regulations (formerly bylaws) last year, the Education Fund is restructured and all LWVAA members are now members of the Ed Fund. In many regards the Ed Fund Code mirrors LWVAA's, which requires that reports that are voted on be sent to all members 30 days in advance of the meeting. Unfortunately, the Ed Fund reports were inadvertently omitted from the Annual Meeting mailing.

Our first order of business when we convene following the LWVAA meeting is to vote on a motion to waive the 30-day requirement. This will allow the meeting to proceed as originally scheduled. If the membership wishes to enforce the 30-day requirement, the Ed Fund Annual Meeting will be rescheduled to a date after June 16.

Sincerely,

Barbara Hunsicker
Chair, Ed Fund

AGENDA

7:30 pm Welcome

1. Vote to waive 30-day requirement for receipt of action reports
2. Review and vote on 2020 Annual Meeting minutes - Jodie DeLamatre
3. 2021 Annual Report – Barbara Hunsicker
4. 2021-2022 Proposed budget – Roberta Aber
5. 2021 Proposed changes to Code of Regulations – Barbara Hunsicker
6. Nominating Committee Report – Cathy Hunt

8:00 pm Adjournment

LWVAA Education Fund

Annual Meeting minutes

June 25, 2020

Present: Ardith Keck, Karen Fritschel, Barbara Hunsicker, Paula Warner, Karyn Katz, Jackie Derrow, Sharon Gandee, Gerry Hall, Janice Jacobs, Jodie DeLamatre,

Absent: Sharley Greer

Guest: Bob Gippen

Call to order- 12:05

Minutes of May 21 meeting approved

Treasurer's Report-filed for audit

Budget Committee-Moved by Fritschel, seconded by Katz and approved.

Nominating - Moved by Keck, seconded by Hall and approved

Code Of Regulations (formerly known as Bylaws)-changes had been accepted at last meeting, May 21.

Moved by Hall, seconded by Fritschel to have the same members on the boards of the Education Fund with the League. Approved.

Review: as of League annual meeting. Three Ed Fund directors, Hunsicker, Keck and DeLamatre will remain and the remainder of League board will be Ed Fund Board.

Project coordinator-Jacobs had resigned in May effective August. No report, Good bye and good luck!

LWVAA Education Fund
2021 Annual Report

To support the LWVAA mission, the Education Fund was incorporated in 1985 as a 501(c)(3). This has allowed tax deductible contributions to enable our local league to be funded in its important work. Most of the assets of the Ed Fund are presently in an endowment comprised of member bequests and grants. The Board of Directors of the Education Fund is charged with safeguarding these assets.

The adoption of a new Code of Regulations (formerly bylaws) in 2020 resulted in changes in the board structure and administration of the Education Fund, including dissolution of the then-existing Board of Directors and adoption of the LWVAA Board members as the Ed Fund board. Elected officers were Barbara Hunsicker, Chair; Roberta Aber, Treasurer; and Jodie DeLamatre, Secretary. The administration of the Fund and its activities is a job shared by the officers and other Directors as needed.

Last year's pandemic and campaigns marked by misinformation about the elections emphasized the need for broader voter education. The League made great efforts to reach voters and inform them on how to register to vote, request and complete absentee ballots, finding polling places and find factual information about candidates and campaigns. In order to fund the extra effort, a request for donations was sent in August and generous members provided financial support for the materials distributed to voters and prospective voters. In addition, 10,000 print voter guides were distributed widely throughout the Akron and Hudson areas. Under an agreement with the Akron Beacon Journal, an abbreviated voter guide was printed in the newspaper and was accessible online through beaconjournal.com.

The annual request for corporate donations and "members and friends" donations also reflected the continuing generosity of donors. The Ed Fund is on good financial footing for continued work on voter education, protection and redistricting.

In addition to supporting voter education, this year the Ed Fund:

- Supported the LWVAA by paying 50% of the office expenses, as well as paying the allowable portions of the member requirements to the LWV Ohio and LWVUS.
- Provided funding for Vote 411 non-partisan voter information service in print and online.

The Ed Fund will continue funding LWVAA educational services and products in the coming fiscal year.

**LEAGUE OF WOMEN VOTERS AKRON AREA EDUCATION FUND
BUDGET REPORT**

	2020-2021	2020-2021	2021-2022
	BUDGET	ACTUAL YTD as of 3/31/21	DRAFT BUDGET
INCOME			
Contributions			
Corporate	\$ 3,000	\$ 4,644.20	\$ 4,000
Member/Non Member	\$ 6,000	\$ 7,337.60	\$ 6,000
Memorials	\$ 100	\$ 650.00	\$ 100
Other	\$ 100	\$ -	\$ 100
 Contributions Total	<hr/> \$ 9,200	\$ 12,631.80	\$ 10,200
 Earnings			
Vanguard	\$ 1,900	\$ -	\$ 970
Acme Tapes	\$ 150	\$ 194.42	\$ 150
 Earnings Total	\$ 2,050	\$ 194.42	\$ 1,120
 TOTAL INCOME	<hr/> \$ 11,250	\$ 12,826.22	\$ 11,320
 EXPENSE			
Administration	\$ 200	\$ 395.00	\$ 400
Att'y General Fee	\$ 50	\$ 50.00	\$ 50
Am Legion Aux - Buckeye	\$ 550	\$ -	\$ 325
Special Projects	\$ 200	\$ -	\$ -
Vote 411.org fee to LWVO	\$ -	\$ -	\$ 200
Project Director	\$ 3,000	\$ 500.00	\$ -
Rent/Telephone/Insurance	\$ 800	\$ 904.00	\$ 900
PMP 1/4 State	\$ 550	\$ 584.85	\$ 709
PMP 1/2 Nat'l	\$ 1,500	\$ 1,576.00	\$ 1,820
Voter Service	\$ 4,000	\$ 5,171.66	\$ 5,000
Web Page/Site	\$ 100	\$ 69.69	\$ 100
Misc.	\$ 300	\$ -	\$ 100
 TOTAL EXPENSES	 \$ 11,250	 \$ 9,251.20	 \$ 9,604
		surplus/(deficit)	\$ 1,716

Proposed changes to the
LWVAA Education Fund Code of Regulations
June 7, 2021

Modification of the 2020 Code of Regulations correct and clarify a few provisions. Several non-substantive changes were made, including reordering the Articles to correspond with the LWVAA Code. In addition, wording that applied only to the year of transition from the former Bylaws to the Code of Regulations were deleted. Substantive changes include:

Article IV, section C., p. 1 precludes officers from receiving payment for any services.

Article IV, section E. Treasurer. p.2 Annual audit was changed to biannual audit to correspond to the Treasurer's term of office.

Article V, Section C.1. Number and Term. p. 2 Clarifies that the Education Fund Board of Directors is composed of the Board of Directors of the LWVAA, which includes Officers and Directors. Also, last sentence precludes any Director from receiving compensation.

Article VI Section D. Nominating Committee. p. 5 Changes the composition of the Nominating Committee to conform to the LWVAA Code of Regulations. This insures that two separate committees do not create conflicting slates of nominees. The last sentence was deleted because it is redundant.

**League of Women Voters of the Akron Area Education Fund
Code of Regulations (as amended 2021)**

ARTICLE I – NAME AND OFFICES

The name of the organization is League of Women Voters of the Akron Area Education Fund, Inc., referred to in this Code as the “Fund”.

The office of the Fund shall be located in the City of Akron, County of Summit. The Fund may have such other office or offices as the Board of Directors may determine from time to time.

ARTICLE II – INCORPORATION, PURPOSES AND TAX-EXEMPT STATUS

A. The Fund is incorporated under Chapter 1702 of the Ohio Revised Code (the “Ohio Nonprofit Corporation Laws”). It exists for the purposes stated in its Articles of Incorporation, as well as to carry out all other purposes permitted to such organizations by law.

B. The Fund will maintain its tax-exempt status and will act and conduct all of its affairs in compliance with the Ohio Nonprofit Corporation Laws and the Internal Revenue Code of 1986, as amended (“IRC”). The Fund will act and operate at all times in a manner permissible under IRC Section 501(c)(3) consistent with its status as a tax-exempt entity thereunder. The Fund will publicize its IRC Section 501(c)(3) status in connection with all fundraising activities, and will take all actions to establish and maintain tax deductible status under IRC Section 170 for donor contributions.

ARTICLE III- MEMBERS

The Members of the Fund shall be those persons who at the time of each Annual Meeting of the Fund are Members of the League of Women Voters of the Akron Area (“LWVAA”). ~~Until the next Annual Meeting following the adoption of this Code, the Directors of the Fund shall be its Members.~~

ARTICLE IV - OFFICERS

A. Election and Designation of Officers. The Board of Directors shall elect a Chair, a Secretary, and a Treasurer and may elect such other officers as the Board of Directors deems necessary or desirable from time to time. The officers must be Directors of the Fund. The Treasurer may simultaneously be the Treasurer of LWVAA. Officers shall serve terms of two years and may be re-elected ~~without limitation.~~

B. Term of Office; Vacancies. Except in the case of earlier resignation, removal from office, or death, each officer of the Fund will hold office until the next annual organization meeting of the Board of Directors after the two-year term of such officer, when such officer will be re-elected or his or her successor will be elected. The Board of Directors may remove any officer at any time with or without cause by a majority vote of the Directors then in office. Any vacancy in any office that is required to be filled must be filled by the Board of Directors as provided in this Code for filling vacancies of Directors.

C. Chair. The Chair will be the chief executive officer of the Fund. Subject to the direction of the Board of Directors, the Chair will have general supervision and control over the day-to-day affairs of the Fund, including determining the duties of ~~paid officers and~~ contractors of the Fund. The Chair may execute all authorized deeds, mortgages, contracts, and other obligations in the name of the Fund and will have such other authority and will perform such other duties as are ordinarily incident to the office of president of a non-profit corporation and as may be determined by the Board of Directors from time to time. The Chair will be an ex-officio member of all committees of the Board of Directors, except the Nominating Committee. The Chair may not hold any other office within the Fund.

D. Secretary. The Secretary will keep the minutes of meetings of the Board of Directors, will keep such books as may be required by the Board of Directors, will give notices of the meetings of the Member and Board of Directors required by law, or by this Code of Regulations, or otherwise, and will have such authority and will perform such other duties as are ordinarily incident to the office of secretary or as may be determined by the Board of Directors from time to time. Additionally, the Secretary will have the powers of the Chair in the absence of both the Chair and the Treasurer.

E. Treasurer. The Treasurer will be the chief fiscal officer of the Fund, receiving, holding, and disbursing all funds and other assets. The Treasurer shall deposit funds in such accounts or in such financial instruments as the Board approves and shall administer all such accounts. The Treasurer will cause to be kept, under the Treasurer's supervision, accurate financial accounts and will hold the same open for inspection and examination by the Directors, will prepare or cause to be prepared a full report concerning the finances of the Fund to be presented at each annual organization meeting of the Board of Directors, and will have suc, Section Dh authority and will perform such other duties as are normally incident to the office of treasurer or as may be determined by the Board of Directors from time to time. The Treasurer will have primary responsibility for ensuring completion of the ~~annual~~ biannual audit or other financial review of the Fund. Additionally, the Treasurer will have the powers of the Chair in the absence of the Chair.

F. Other Officers. The other officers, if any, whom the Board of Directors may elect will have such authority and perform such duties as may be determined by the Board of Directors from time to time.

ARTICLE V - BOARD OF DIRECTORS

A. Authority and Duties. Ultimate fiduciary, legal and financial responsibility and ultimate supervision and charge of the property, affairs and finances of the Fund is vested in the Fund's -Board of Directors (each a "Director" and collectively the "Board of Directors"). Without limiting the generality of the foregoing, the Board of Directors will have all of the powers conferred upon directors under the Ohio Nonprofit Corporation Laws and will elect the officers of the Fund.

B. **Composition of the Board.** It is expected that the Board of Directors of the Fund shall consist of the same persons serving from time to time as Directors and Officers of the League of Women Voters of the Akron Area.

C ~~**B.**~~ **Number, Term, Election, Removal and Resignation.**

1. Number and Term. The Board of Directors must consist of no fewer ~~than 8~~ and no more ~~than 14~~ Directors from time to time than are the Directors and Officers of the League of Women Voters of the Akron Area. Each Director must at the time of election be a ~~Member of the fund~~ Director or Officer of the League of Women Voters of the Akron Area. Each Director will be elected by the Members to serve for a two-year term. A Director will hold office until the date fixed by this Code of Regulations for the annual meeting of the Members for the year in which the Director's term expires, and thereafter until the Director's successor is elected and qualified, subject to the Director's earlier death, resignation or removal from office. No Director shall be entitled to any compensation for services rendered as a Director, ~~but may receive compensation as the Board of Directors approves for services rendered as an Officer of the Fund or as a contractor.~~

2. Removal and Resignation. Any Director at any time may be removed from office for any cause deemed sufficient by the Board of Directors acting at a meeting of the Board of Directors upon a majority vote of the full number of Directors. Without limitation, unexcused absence from three consecutive meetings will be presumed to be grounds for removal. Vacancies on the Board of Directors caused by any cause other than the expiration of a term will be filled by majority vote of the full number of Directors for the unexpired portion of the two-year term. Any Director may resign at any time by giving written notice to the Chair. Such resignation will take effect on the date of receipt or at any later time specified in the resignation.

D ~~**C.**~~ **Annual Organization Meetings.** The annual organization meetings of the Members and of the Board of Directors will take place at such time and on such date each year as the Board of Directors or the Chair determines, at the principal offices of the Fund or at such other place within the State of Ohio as the Board of Directors or the Chair determines. The purpose of the annual organization meeting of the Members will be to elect the Directors and to transact such other business as may properly come before the meeting. The purpose of the annual organization meeting of the Directors will be to elect the Chair and other officers of the Fund, and to transact such other business as may properly come before the meeting. It is expected but not required that the annual organization meetings will be held just after the LWVAA Annual Meeting.

E ~~**D.**~~ **Regular Meetings.** Regular meetings of the Board of Directors will be held on such dates and at such times as the Board of Directors or the Chair determines. Regular meetings will be held at the principal offices of the Fund or at such other place within the State of Ohio as the Board of Directors or the Chair determines. The purposes of regular meetings of the Board of Directors will be to consider and act upon any matters that are proper subjects for action by the Board of Directors. Regular Meetings may be on the same date and at the same location as meetings of the

Board of Directors of the LWVAA, but meetings of the Board of Directors of the Fund shall be called to order and adjourned separately from the LWVAA Board meeting.

F E. Special Meetings. The Chair or any two (2) of the Directors in office may call a special meeting of the Board of Directors, to be held at any time at the principal offices of the Fund or at such other place within the State of Ohio as the Board of Directors or the Chair determines. A special meeting may be held for any purpose that would be a proper purpose of a regular meeting, whether or not that purpose has been specified in the notice of the meeting.

G F. Notice of Meetings.

1. Timing. Not less than 7 days before the date fixed for a regular meeting or not less than 5 days before the date of a special meeting, written notice stating the date, time, place and, in the case of a special meeting, intended purposes of the meeting, must be given by the Chair, or in the case of a special meeting, by the Chair or the Directors calling the meeting. As to a special meeting, if the above provisions are not reasonably appropriate under the circumstances, notice shall be given that is reasonably appropriate as to both the timing and the manner of giving the notice.

2. Manner. Notice must be given by mail, electronic mail transmission, or fax, using the Director's respective addresses, email addresses or fax numbers as they appear on the records of the Fund, as each Director requests, unless a faster means of communication is reasonably required under the circumstances. A log of the sender's electronic mail transmission showing that the transmission was made without a report that the subject transmission could not be completed, or confirmation of receipt generated by the sender's fax equipment, will create the presumption that notice was sent.

H G. Quorum. A majority of the total number of Directors then serving will constitute a quorum for the transaction of business at any such meeting; provided, however, that no action required by law or by the Articles of Incorporation or this Code of Regulations to be authorized or taken by a designated proportion or number of Directors may be authorized or taken by a lesser proportion or number.

I H. Voting Rights of Directors. Each Director is entitled to one vote upon any matter properly submitted to the Board of Directors for their vote and no Director will have veto power. Notwithstanding any provision of the Ohio Nonprofit Corporation Laws now or hereafter in force requiring the vote or consent of the Board of Directors for the authorization or taking of any action, no action may be authorized or taken by the Board of Directors without the vote or consent of at least a majority of the full number of Directors unless otherwise expressly required by law, the Articles of Incorporation, or this Code of Regulations.

J I. Waiver of Notice. Notice of the time, place, and purposes of any meeting of the Board of Directors may be waived in writing either before or after the holding of the meeting. The attendance of any Director at any meeting (or participation at a meeting held through the use of telephone or other communications equipment) without protesting the lack of proper notice, prior to or at the commencement of the meeting, will be deemed to be a waiver by the Director of notice of the meeting.

K J. Action Without a Meeting. Any action that may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting by the affirmative vote of all of the Directors. The Directors shall sign the minutes of the meeting to verify their votes.

L K. Meetings by Means of Communications Equipment. Meetings of the Directors may be held through the use of any conference telephone, web meeting service, email, or similar method if all persons participating in the meeting can hear or otherwise communicate with each other and transmit votes. Participation in a meeting pursuant to this provision will constitute presence at such meeting.

M L. Interaction with LWVAA. The Directors shall submit an annual report of the finances and activities of the Fund to the Board of Directors of LWVAA at least two weeks prior to the annual meeting of LWVAA, and shall furnish the said Board of Directors with such other reports as it may request. Due consideration shall be given to projects proposed by LWVAA and appropriate notice shall be given to LWVAA before the expenditure of funds for requested projects.

ARTICLE VI - COMMITTEES

A. Formation of Committees; Power of Committees. The Board of Directors may from time to time by resolution elect or appoint standing and ad hoc committees comprised of some or all of the Directors and other persons. A Director appointed by the Chair shall chair any committee. All committees will serve at the pleasure of the Board of Directors and will have such authority and perform such duties as may be determined by the Board of Directors from time to time. Any committee of the Board of Directors may act by a majority of the full number of its committee members.

B. Action without a Meeting. Any action that may be authorized or taken at a meeting of any committee of the Board of Directors may be authorized or taken without a meeting by the affirmative vote of all of the members of the committee. The committee members shall sign the minutes of the meeting to verify their votes. All of the provisions as to the conduct of meeting of the Board by electronic means and for waiver of notice shall apply to committees.

C. Executive Committee. In addition to any other standing or ad hoc committees, the Fund

will have an Executive Committee, to consist of the officers of the Fund. In addition to those powers set forth in Section A, the Executive Committee will have the powers of the Board of Directors and may take any action that the Board of Directors would be entitled to take if the Executive Committee expressly determines by resolution that it is in the best interests of the Fund to take such action before the time at which the full Board of Directors can next be convened to act. All actions of the Executive Committee must be put to a vote of ratification by the Board of Directors at the next regular or special meeting of the Board and will remain effective unless the motion for ratification fails to be adopted. All of the provisions of this Code pertaining to meetings of the Board of Directors will apply to meetings of the Executive Committee, except that the Executive Committee may in ordinary circumstances hold a special meeting on 24 hours' notice, as well as on less but reasonable notice under other circumstances.

D. Nominating Committee. The Nominating Committee of the Fund shall consist of the same members as the LWVAA Nominating Committee in accordance with the provisions of the LWVAA Code of Regulations. ~~The Nominating Committee shall consist of three Directors elected by the Board of Directors at each annual meeting. The Chair of the nominating Committee shall be designated by the Board at the time of election.~~ The Nominating Committee shall nominate persons to be elected as Directors by the Members and shall also nominate persons to fill any-unfilled vacancies which occur on the Board or among the Officers, subject to the approval of the Directors. ~~It is expected, but not required that the Directors of the Fund will consist of the elected Directors and Officers of LWVAA.~~

ARTICLE VII - FISCAL YEAR

The fiscal year of the Fund shall end on the 30th day of June in each year, or on such other date as may be fixed from time to time by the Directors.

ARTICLE VIII NOMINATIONS AND ELECTIONS

A. Report of the Nominating Committee and Nominations from the Floor. The report of the Nominating Committee of its nominations for Directors shall be sent to all Members at least one month before the date of the Annual Meeting. Immediately following the presentation of the report, nominations may be made from the floor by any Member, provided the consent of the nominee shall have been secured. A second may be offered but is not required.

B. Elections. The election shall be by secret ballot, except that when there is but one nominee for each office, the vote may be by acclamation, and the Secretary instructed to cast the ballot. A majority vote of those Members present and voting at the Annual Meeting shall constitute an election.

ARTICLE IX - LIMITATION OF LIABILITY; INDEMNIFICATION

A. Limitation of Liability. Other than in connection with an action or suit in which the only liability asserted against a Director is for voting for or assenting to a statutorily proscribed assets distribution or loan (a "Statutorily Proscribed Act"), a Director will be liable in damages for any action the Director takes or fails to take as a Director only if it is proved by clear and

convincing evidence in a court of competent jurisdiction that the Director's action or failure to act involved an act or omission either undertaken with deliberate intent to cause injury to the Fund or undertaken with reckless disregard for the best interests of the Fund.

B. Third Party Action Indemnification. The Fund must indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative or investigative action, suit, or proceeding, including all appeals (other than an action, suit or proceeding by or in the right of the Fund), by reason of the fact that the person is or was a Director or officer of the Fund, or is or was serving at the request of the Fund as a director, trustee or officer of another domestic or foreign Fund, partnership, joint venture, employee benefit plan, trust, or other enterprise (each such person is referred to herein as a "Corporate Actor"), against expenses (including attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding, unless it is proved by clear and convincing evidence in a court of competent jurisdiction that the person's action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Fund or undertaken with reckless disregard for the best interests of the Fund or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe the conduct was unlawful; the termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, constitute such proof.

C. Derivative Action Indemnification. Other than in connection with an action or suit in which the liability of a Director for voting or assenting to a Statutorily Proscribed Act is the only liability asserted, the Fund must indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit, including all appeals, by or in the right of the Fund to procure a judgment in its favor by reason of the fact that the person is or was a Corporate Actor, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit unless it is proved by clear and convincing evidence in a court of competent jurisdiction that the action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Fund or undertaken with reckless disregard for the best interests of the Fund, except that the Fund must indemnify the person to the extent the court in which the action or suit was brought determines upon application that, despite the proof but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

D. Determinations of Indemnification Rights. Any indemnification under Section B or Section C of this Article IX (unless ordered by a court) will be made by the Fund only as authorized in the specific case upon a determination that indemnification of the director, trustee or officer is proper in the circumstances. The determination will be made (a) by a majority vote of the Directors who are not or were not parties to or threatened with any such action, suit or proceeding, (b) if a majority of disinterested Directors so directs, or if the number of disinterested Directors is less than a majority of the full number of Directors, in a written opinion by independent legal counsel compensated by the Fund, or (c) by the court in which the action, suit or proceeding was brought.

E. Advances of Expenses. Unless the action, suit or proceeding is one in which the liability

of a Director for voting for or assenting to a Statutorily Proscribed Act is the only liability asserted, the Fund must pay the expenses (including attorneys' fees) incurred by a Director or officer of the Fund in defending any action, suit or proceeding referred to in Sections B or C of this Article IX, as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Director or officer in which the person agrees both (a) to repay such amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that the action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Fund or undertaken with reckless disregard for the best interests of the Fund and (b) cooperate with the Fund concerning the action, suit or proceeding.

F. Purchase of Insurance. The Fund may purchase and maintain insurance or furnish similar protection, including trust funds, letters of credit and self-insurance, for or on behalf of any person who is or was a Corporate Actor, against any liability asserted against or incurred by the Corporate Actor in such capacity, or arising out of the Corporate Actor's status as such, whether or not the Fund would have the power to indemnify the Corporate Actor against liability under the provisions of this Article VIII or of the Ohio Nonprofit Fund Laws.

G. Heirs; Non-Exclusivity. The limitation of liability in damages and the indemnification provided by this Article IX will continue as to a person who has ceased to be a Director or officer and will inure to the benefit of the heirs, executors and administrators of such a person and will not be deemed exclusive of, and will be in addition to, any other rights granted to a person seeking indemnification as a matter of law or under the Articles of Incorporation, this Code of Regulations, any agreement, or any insurance purchased by the Fund, or pursuant to any vote of the disinterested Directors, or by reason of any action by the Board of Directors to take into account amendments to the Ohio Nonprofit Fund Laws that expand the authority of the Fund to indemnify a Director or officer of the Fund, or otherwise, both as to action in the person's official capacity and as to action in another capacity while serving as a Director or officer of the Fund.

H. No Mandatory Indemnification of Volunteers. Section 1702.12(E)(5) of the Ohio Nonprofit Fund Laws will not apply to the Fund to the extent that it requires the indemnification of volunteers (as that term is defined in Section 1702.01 of the Ohio Nonprofit Fund Laws) other than Directors or officers of the Fund.

ARTICLE X - PARLIAMENTARY AUTHORITY

All meetings of the Member, Directors or any committees will be conducted according to such reasonable procedure as the chair of the meeting determines, unless a majority of the Members or Directors present, as applicable, by vote require that Robert's Rules of Procedure, as most lately revised as of the time of the meeting, be followed.

ARTICLE XI - DISSOLUTION AND LIQUIDATION

The Fund may be dissolved upon the affirmative vote of 75% of the full number of Directors taken at any regular meeting of the Board of Directors, or at a special meeting called for that purpose. The Board of Directors must thereupon take such action as may be necessary to liquidate the affairs of the Fund and to effect the termination of its corporate existence, and must distribute the property of the Fund to one or more such Funds, trusts or foundations within Summit County, Ohio, organized and operated exclusively for charitable, educational or scientific purposes conducive to public welfare,

no part of the net earnings of which shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying propaganda, or otherwise attempting to influence legislation, as the Board of Directors may select.

ARTICLE XII - CONFLICT OF INTEREST

Section 1. Policy. The Fund shall maintain a Conflict of Interest policy. A Director or officer must abstain from discussion and voting, or taking action, on any matter with respect to which the Director or officer of a member of his or her immediate family has a direct financial interest, whether personal or business. Any such conflicts of interest must upon discovery be disclosed in writing to the President and the Executive Director.

Section 2. Annual Statement of Compliance. All Directors and officers of the Fund will be required annually to sign a Statement of Compliance with this Conflict of Interest policy and list any existing or potential conflicts of interest, which Statements must be retained in the records of the Fund.

ARTICLE XIII- AMENDMENT OF THE CODE OF REGULATIONS

A. This Code of Regulations may be amended, or a new Code of Regulations may be adopted, by the affirmative vote of a majority of the full number of Members at the annual meeting or at a special meeting held for that purpose.

B. No significant change shall be made in the Code of Regulations or in the purposes of the Fund without advance consultation with the Board of the LWVAA.

ARTICLE XIV - EFFECTIVE DATE

This Code of Regulations will become effective immediately upon its approval by the Members.

~~**ARTICLE XIII—TRANSITION**~~

~~Upon the adoption of this amended Code of Regulations at the Annual Meeting of the then Trustees of the Fund in 2020, the then Trustees shall continue in office as the Directors of the Fund and the then Officers of the Fund shall continue in office until the event described in the next sentence. Upon the election of the new LWVAA Directors and Officers at the Annual Meeting of the Members of LWVAA in 2020, the Directors and Officers of the LWVAA then elected or continuing their terms in office shall become the Directors of the Fund, with the exception of any of them who decline to do so, they shall serve until the next Annual Meeting of the Members of the Fund. Additionally, notwithstanding the limitation on the number of Directors of the Fund in Article IV(B)(1), Jodie DeLamatre shall become a Director of the Fund to serve until the next Annual Meeting of the Members of the Fund.~~

Adopted April 5, 1986

Amended May 21, 1991
Amended May 25, 1994
Amended May 21, 1998
Amended May 21, 2009
Amended May 24, 2018
Amended June 22, 2020
Amended [date], 2021

**2021 LWVAA EDUCATION FUND
NOMINATING COMMITTEE REPORT**

Nominations may be made from the floor at the Annual Meeting with the consent of the nominee.

FOR APPROVAL

Directors: Two-year term (7/1/2021 - 6/30/2023)

Jessie Coffey
Ardith Keck
Mary Ann Jopperi
Nikki Marchmon-Boykin
Arrye Rosser

Directors: One-year terms (7/1/2021-6/30/2022)

Cynthia Christman*
Laurie Curfman#
Jodie DeLamatre**

Continuing to serve until 6/30/2022

Barbara Hunsicker – Chair
Roberta Aber – Treasurer
Jackie Darrow
John Fitzpatrick
Gloria Irwin
Ginny Melver
Rosanne Winter

*One-year term to complete term vacated by Liz King on LWVAA board

One-year term (7/1/2021- 6/30/2022) as LWVAA President-elect

**One-year term (7/1/2021 - 6/30/2022) to mirror election rotation with LWVAA Code of Regulations requirement to elect four (4) directors each year.

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