

**Second Amended Bylaws of
Hugh O’Brian Youth Leadership Ohio South Corporate Board**

ARTICLE I
NAME

The name of this Corporate Board shall be Hugh O'Brian Youth Leadership Ohio South, hereinafter referred to as HOBY Ohio South.

ARTICLE II
PURPOSE

The objectives of this Corporate Board shall be to see that all HOBY Ohio South programs are planned, organized, and executed according to the goals, policies and guidelines of HOBY International, provided such purpose is accomplished in a charitable manner.

The purposes of the Corporation as set forth in the Articles of Incorporation are as follows: Hugh O’Brian Youth Leadership Ohio South (dba HOBY Ohio South) is a youth leadership development organization associated with Hugh O’Brian Youth Leadership (hereinafter referred to as HOBY International), a 501(c)(3), non-profit organization. The purpose of HOBY Ohio South is to inspire and develop youth and volunteers to a life dedicated to leadership, service and innovation. HOBY Ohio South is a non-profit, educational program that provides leadership development skills with a strong focus on community service.

ARTICLE III
MEMBERSHIP

There shall be no membership of this Corporation. The business of this Corporation shall be governed and managed by a Board of Directors (hereinafter referred to as the “Board”). In addition to the powers and authorities by these Bylaws expressly conferred upon it, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things for and on behalf of the Corporation as are authorized by law. Except as otherwise provided for herein, or as required by law, all such governance, management and exercise of powers shall be by a majority vote of the Board.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. The direction and management of this Corporation shall vest in the HOBY Ohio South Board of Directors. The number of Directors shall be determined from time to time by resolution of the Board, provided that number shall be at least six (6), but not more than twenty (20), each of whom shall be a natural person of full age but who need not be residents of this State. Directors shall serve a three (3) year term, and shall, except as otherwise set forth herein, be elected at the annual meeting. The terms of the Directors shall be staggered, so that at least two (2) Directors are elected at each annual meeting. The terms of the Directors who are serving at the time of the

approval of these Amended Bylaws shall be established by the President, to effectuate the staggered schedule referenced above.

Section 2. The Executive Committee and all Directors duly elected shall constitute the Board.

Section 3. The responsibility and authority of the Board shall include the following:

- a) To oversee all activities conducted under the HOBY Ohio South name.
- b) To assure that HOBY Ohio South programs are operated under the signed affiliation agreement with HOBY International and follow all policies, rules, regulations, and guidelines set by the parent organization.
- c) To assure the perpetuation of HOBY Ohio South through strategic long-range planning.
- d) To assume fiduciary responsibility for HOBY Ohio South, approving all fundraising activities, and approving budgets.

Section 4. The Board shall hold regular meetings at least four (4) times a year in addition to one (1) annual meeting which shall take place no more than thirty (30) days prior to the Leadership Seminar; the date of the annual meeting shall be designated by the President at least seven (7) days prior to the meeting. All meetings shall be at such time and place as the Board shall determine and no notice of such meetings is required after the time and place have been established by the Board. Special meetings may be called by the President at any time and shall be called by the President upon request of three (3) or more members of the Board stating the purpose of such meeting. Notice of every special meeting of the Board shall be given to each Director in writing, in person or by telephone at least twenty-four (24) hours prior to the meeting. Upon request, the Board shall make the meeting schedule available.

Section 5. A majority of the Board in office shall be necessary to constitute a quorum for the transaction of business. Except as otherwise provided for herein, or as required by law, the acts of a majority of the Board present at a meeting at which a quorum is present shall be the acts of the Board. Voting may be done by voice vote or any means deemed appropriate by the President of the Board. A member of the Board may participate in a meeting of the Board, or any committee of the Board, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at such meeting. In addition, unless otherwise specifically provided for herein, or as is required by law, any action that may be authorized or taken at a meeting of the Board may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, a majority of the members of the Board, as authorized by Section 1702.25 of the Ohio Revised Code.

Section 6. A Director may be removed without assigning any cause by action of two thirds (2/3) of those Directors present at a meeting of the Board.

Section 7. When a vacancy arises on the Board, a successor may be elected by action of the Board to fill the remainder of the unexpired term. In addition, Directors may be elected during the course of a fiscal year. The terms of Directors so elected shall continue for two (2) full fiscal years after the fiscal year of their election.

ARTICLE V
OFFICERS

Section 1. The officers of the Board shall be President, Vice President, Secretary, and Treasurer. These officers shall hold office for a period of one (1) year and shall not hold the same office for more than two (2) consecutive terms (unless otherwise elected thereafter for a succeeding term(s)), or until removed by the Board or until a successor is chosen and elected) and shall have such authority and shall perform such duties as are provided by the Bylaws and as shall from time to time be prescribed by the Board. Any Director may hold no more than two offices concurrently. HOBY Ohio South Leadership Seminar Chairperson, Alumni Advisor and CLEW Director cannot serve as officers of the Board. Officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Board. The initial officers of the Board shall be elected by the Board at its initial organizational meeting. Each subsequent election of officers, the Leadership Seminar Chairperson(s), the Alumni Advisor(s) and the CLEW Director(s), shall be held at the annual meeting of the fiscal year preceding the year for which the officers' terms are to commence or at such other time as the Board shall determine.

Section 2. The President shall serve on the Board. The President shall preside at all meetings, shall have and exercise general charge and supervision of the affairs of the Board, shall appoint chairpersons of all committees, and shall be a member ex-officio of all standing committees. The President shall be authorized to sign all contracts approved by the Board and shall be responsible for assuring that the orders and directions of the Board are carried out. The President shall also serve as the Chairperson of the Executive Committee.

Section 3. The Vice President shall serve on the Board and shall carry out all duties of the President when the President is unavailable for any reason.

Section 4. The Secretary shall serve on the Board and shall record all the votes of the Board and minutes of all meetings and shall perform like duties for all committees of the Board when required. The Secretary shall perform such other duties as may be prescribed by the Board.

Section 5. The Treasurer shall serve on the Board and shall keep full and accurate records of corporate accounts, receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all money and securities in such depositories as may be designated for that purpose by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Board at the regular meetings of the Board, and whenever requested by the President and/or the Board, an account of all transactions and of the financial condition of the Corporation. If required by the Board, and at the expense of the Corporation, the Treasurer shall deliver to the President a bond (to be kept in force and conditioned upon faithful performance of the duties of the Treasurer) for restoration to the Corporation in case of the death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in the possession or under the control of the Treasurer, belonging to the Corporation.

Section 6. The Board shall appoint and shall approve annually the Leadership Seminar Chairperson who shall serve at the pleasure of the Board and report to the Board or to such officers as the Board directs and who shall remain in office for a period not to exceed two (2) years (unless otherwise appointed thereafter for a succeeding term(s)), or until removed by the Board or until a successor is chosen and elected. The Leadership Seminar Chairperson shall be charged with overseeing the operation of the annual leadership seminar in the Ohio South region.

Section 7. The Board shall appoint and shall approve annually the Alumni Advisor who shall serve at the pleasure of the Board and report to the Board or to such officers as the Board directs and who shall remain in office for a period not to exceed one (1) year (unless otherwise appointed thereafter for a succeeding term(s)), or until removed by the Board or until a successor is chosen and elected. The Alumni Advisor shall be charged with overseeing the operation of the HOBY Ohio South Alumni Association and its local alumni clubs, advisors and officers.

Section 8. The Board shall appoint and shall approve annually the Community Leadership Workshop (CLEW) Director who shall serve at the pleasure of the Board and report to the Board or to such officers as the Board directs and who shall remain in office for a period not to exceed one (1) year (unless otherwise appointed thereafter for a succeeding term(s)), or until removed by the Board or until a successor is chosen and elected. The CLEW Director shall be charged with overseeing the operation of local, one-day Community Leadership Workshops within the Ohio South region.

Section 9. The Board may appoint and approve more than one individual to serve as the HOBY Ohio South Leadership Seminar Chairperson, the Alumni Advisor or the CLEW Director, in which case there will be Co-Chairpersons, Co-Advisors, or Co-Directors.

Section 10. If an office becomes vacant for any reason, the Board may choose a Successor or successors who shall hold office for the unexpired term.

Section 11. Any officer may be removed by the Board by action of two thirds (2/3) of those Directors present at a meeting of the Board whenever, in its judgment, the best interests of the Corporation will be served thereby.

Section 12. Absent an emergency, no bills shall be paid unless provision therefore is made in the budget or unless approved by the Board. In the case of an emergency, a bill may be paid if approved by at least two (2) officers of the Corporation, which expenditure shall then be ratified by the Board at its next regular meeting, or at any special meeting called for that purpose.

Section 13. Nothing contained herein shall preclude any individual appointed pursuant to the terms of Sections 6 through 8 above from subsequently being elected to the Board as a Director, pursuant to Article IV, Sections 1 and 7.

ARTICLE VI
COMMITTEES

Section 1. There shall be an Executive Committee of the Board comprised of the officers, Leadership Seminar Chairman, Community Leadership Workshop (CLEW) Director, and Alumni Advisor. The Executive Committee may act for the full Board between regular meetings. Any such action shall be reported at the next full meeting of the Board. A majority of the Executive Committee shall constitute a quorum.

Section 2. The responsibilities of the Leadership Seminar Chair, CLEW Director and Alumni Advisor shall be determined by their respective Committees and approved by the Board. Key volunteers of HOBY programs shall be named and approved by the Board and HOBY International.

Section 3. The President may appoint standing and special committees to facilitate the operation of the Corporation. The President shall be ex-officio of all committees except the nominating committee.

ARTICLE VII
DEDICATION OF ASSETS

The properties and assets of this Non-Profit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member of the Board or director of this Corporation.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August the following year, unless said fiscal year is modified by a majority vote of the Board at an annual meeting.

ARTICLE IX
PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE X
INDEMNIFICATION

Section 1. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another enterprise, against expenses (including attorneys' fees), judgments, fines excise taxes and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceedings to the extent that the power to indemnify such person has been made or may in the future be granted by statute and that such person is not insured or otherwise indemnified. For this purpose, the Board may, and on the request of any such person shall, be required to determine in each case whether or not the applicable standards in any such statute have been met, or such determination shall be made by independent legal counsel if the Board so directs or if the Board is not empowered by statute to make such determination.

Section 2. The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnified may be entitled, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall inure to the benefits of the heirs, executors and administrators of any such person.

Section 3. The Corporation shall have the power to (I) purchase and maintain at the Corporation's expense liability insurance on behalf of the association, its officers, directors, employees and agents to the extent that the power to do so has been or may be granted by statute and whether or not the Corporation has the power to indemnify such individuals against the liabilities covered and (II) give other indemnification to the extent not prohibited by law.

ARTICLE XI
EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no member of the Board of Directors, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried out by any organization exempt under Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible, under Section 170(c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE XII
AMENDMENT OF BYLAWS

These bylaws may be amended at any meeting by action of two thirds (2/3) of those Directors present at a meeting of the Board provided that the amendment has been submitted in writing to all Board members at least one (1) week prior to such meeting. These bylaws supersede and replace any and all bylaws and amendments previously approved and in effect.

Second Amended Bylaws approved August 25, 2019.

CERTIFICATION OF BOARD ACTION

The undersigned hereby certify that the aforesaid **Second Amended Bylaws of Hugh O'Brian Youth Leadership Ohio South Corporate Board** were approved at a meeting by action of two thirds (2/3) of those Directors present at a meeting of the Board, said Second Amended Bylaws having been first submitted in writing to all Board members at least one (1) week prior to such meeting, and are effective as of the date set forth above.

Jacob Manser
Corporate Board President

Rachel Nash
Corporate Board Secretary