

BYLAWS

Article One Offices

The principal office of the corporation shall be located Clermont County, Ohio 45103. The corporation may have such other offices, either within or without the State of Ohio, as the Board of Trustees may determine from time to time.

Article Two Members

Section 1. Qualifications. There shall be a single class of membership in the corporation. All persons and corporations residing or doing business in the State of Ohio and desiring to further the purposes of the corporation shall be eligible for membership.

Section 2. Election of Members. The initial Trustees shall constitute the charter membership of the corporation. Any person or corporation interested in becoming a member of the corporation shall submit a written and signed application, on a form approved by the Board of Trustees, to the Secretary of the corporation. Such application shall be accompanied by the written sponsorship of two members in good standing or one Trustee. The applications shall be considered by the Board of Trustees at its regular meeting next following and approved or disapproved. Applicants whose applications are so approved shall become members of the corporation on payment of any required initiation fee and dues.

Section 3. Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. The Board of Trustees, by affirmative vote of two-thirds of all of the members of the Board, may terminate the membership of a member for cause after an appropriate hearing or may suspend or expel without hearing any member who shall be in default in the payment of dues as provided hereinafter.

Section 5. Resignation. Any member may resign by filing a written resignation with the secretary of the Board.

Section 6. Transfer of Membership. Membership in the corporation is not transferable or assignable.

Article Three
Meeting of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held at the principal office of the corporation on a day and at a time fixed by the Board of Trustees during the month of March of each year, beginning with the year 1995, for the purpose of electing Trustees and such other business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the Board of Trustees at any time.

Section 3. Notice of Meeting. Written notice stating the place, day, and hour of any meeting shall be delivered personally or by mail to each member entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of such meeting.

Section 4. Quorum. Members holding 51% of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 5. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after six (6) months from the date of its execution, unless otherwise provided in the proxy.

Section 6. Voting by Mail. Where Trustees are to be elected by the members, such election may be conducted by mail in such manner as the Board of Trustees shall determine.

Article Four
Board of Trustees

Section 1. General Powers. The affairs of the corporation shall be managed by the Board of Trustees. Trustees must be members of the corporation.

Section 2. Number and Tenure. The number of Trustees shall be three (3). Trustees shall be elected at the annual meeting of members, and the term of office of each Trustee shall be until the next annual meeting of members and the election and qualification of the successor.

Section 3. Regular Meetings. A regular meeting of the Board of Trustees shall be held after and at the same place as the annual meeting of members without any special notice thereof. The Board of Trustees may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by or at the request of the President or any two (2) Trustees, and shall be held at the principal office of the

corporation or at such other place as the Trustees may determine.

Section 5. Notice. Notice of any special meeting of the Board of Trustees shall be given at least two (2) days previously thereto by written notice sent by mail or by written or oral notice personally delivered or communicated to each Trustee. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waive of notice of such meeting.

Section 6. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Trustees are present at any meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Section 7. Board Decisions. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies. Any vacancy occurring in the Board of Trustees, and any positions on the Board to be filled by reason of an increase in the number of Trustees, shall be filled by the Board of Trustees. A Trustee so appointed shall serve for the unexpired term of his predecessor in office.

Section 9. Compensation. Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees, expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Trustees from serving the corporation in any other capacity and receiving compensation therefor.

Article Five Officers

Section 1. Officers. The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Trustees), a secretary and a treasurer. The Board of Trustees may elect or appoint such other officers as it shall deem desirable. Only the Trustees of the corporation shall be eligible to be elected as an officer of the corporation. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the corporation shall be elected by the Board of Trustees at the annual meeting of the Board, or at a regular or special meeting of the Board as soon thereafter as is convenient. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Trustees may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies. Any vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Trustees. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

Article Six Committees

The Board of Trustees, by resolution adopted by a majority of the Trustees, may designate one or more committees, each of which shall consist of two or more Trustees and such additional members of the corporation as may be fixed by the Board, which committees, to the extent provided in such resolution, may have and exercise the authority of the Board of Trustees in the management of the corporation.

Article Seven Contracts, Checks, Drafts, or Orders

Section 1. Contracts. The Board of Trustees may authorize any officer or officers or agent or agents of the corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by the treasurer and countersigned by the president or a vice president of the corporation, unless otherwise provided by resolution of the Board of Trustees.

Section 3. Deposits. All funds of the corporation will be deposited from time to time to the credit of the corporation in such banks and other depositories as the Board of Trustees may select.

Section 4. Gifts. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

Article Eight
Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and committees having and exercising any of the authority of the Board of Trustees, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Article Nine
Fiscal Year

The fiscal year of the corporation shall be the calendar year.

Article Ten
Dues

Section 1. Annual Dues. The Board of Trustees shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members, and shall give appropriate notice to the members.

Section 2. Payment of Dues. Dues shall be payable in advance on the first day of January in each year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership.

Section 3. Default and Termination of Membership. When any member is in default in the payment of dues for a period of two (2) months from the beginning of the period for which such dues became payable, his membership may thereupon be terminated by the Board of Trustees as provided hereinabove.

Article Eleven
Waiver of Notice

Whenever any notice is required to be given under the provisions of the Ohio Nonprofit Corporation Law or under the provisions of the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article Twelve
Amendment of Bylaws

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a

majority of the Trustees present at any regular or special meeting, if at least twenty (20) days written notice is given of intention to alter, amend, or repeal or to adopt new bylaws at such meeting, or by the two-thirds vote of the members of the corporation at the annual meeting of members.