

CODE OF REGULATIONS  
OF  
CREDIT EDUCATION COALITION

ARTICLE 1

Purpose

- 1.1 Purpose. The purposes for which the corporation is found are:
- (a) Fostering, in its members, the credit-granting community, and the general public, knowledge of consumer bankruptcy matters, including, but not limited to, creditors' and debtors' rights and responsibilities, collection activities, recoveries, protection of collateral, and debtor rehabilitation.
  - (b) Developing, organizing and conducting educational programs relating to consumer bankruptcies.
  - (c) Providing opportunities for the exchange of information and the enhancement of communication between Bankruptcy Court, Bankruptcy Trustees, the credit-granting community, and debtors.
  - (d) Assisting other organization in achieving this purpose.
  - (e) All activities shall be limited to those permitted by Sections 1702.01 et seq. Revised Code of Ohio regarding not-for-profit corporations and those permitted by Section 501(c)(3) of the Internal Revenue Service Code and corresponding provisions of future Internal Revenue law.

ARTICLE 3

Membership

- 2.1 Eligibility. Individuals, corporations, and other organizations are eligible for membership in this organization.
- 2.2 Conditions of Membership. Every member shall be assessed dues annually as established by the Trustees and comply with such uniform conditions of Membership as prescribed by the Board of Trustees.

2.3 Types of Membership. The following types of membership have been established.

- (a) Individual. Each individual member shall be entitled to one vote.
- (b) Corporate. A corporate membership shall be a group membership. A corporate member can designate individuals (employees) for purposes of participation in any function of this corporation. These individuals (employees) so designated shall be Associate Members. Each corporate member shall have only one (1) vote which shall be cast by a designee of the corporate member.
- (c) Sustaining. A sustaining member may be either an individual or corporation and shall have one membership vote as set forth in the Code of Regulations, paragraph 2.3(a) and 2.3(b). A sustaining member, if a corporation, can designate individuals (employees) for purposes of participation in any function of this corporation. These individuals (employee) so designated shall be Associate Members. Each sustaining member shall have only one (1) vote which shall be cast by ea designee of the sustaining member.
- (d) Sponsor. The Board of Trustees may designate an organization(s) as its sponsor(s) based on, but not limited to, its support, expertise, and oversight. The sponsor organization will receive sponsor memberships and can designate individuals (e.g. employees) for purposes of participation. These designees will be associate members. Sponsor members will have only one (1) vote which shall be cast by a designee.
- (e) Associate Members. Associate members will have all the same rights and status of a member except associate members will not have a membership vote except as set forth in the Code of Regulations. In addition to the Associate Members set forth in paragraphs 2.3(a), (b), and (c) of this Code of Regulations, the Board of Trustees may designate other Associate Members based on criteria it establishes.
- (f) Honorary Members. The Board of Trustee may designate honorary members to this organization based on criteria it establishes. These honorary members shall not be entitled to vote.

### ARTICLE 3

#### Member's Meetings

3.1 Annual Meeting. The Annual Meeting of the Members shall be held no later than March 31 of each year, at a time and place fixed by the Board of Trustees.

- 3.2 Special Meetings. A Special Meeting of the Members may be called at any time upon a resolution of the Board of Trustees or upon written petition of at least twenty percent (20%) of the Members.
- 3.3 Notice of Meetings. A written notice of any Annual or Special Meeting shall be mailed to each Member at its last known address, not less than ten (10) days nor more than sixty (6) days prior to the date of the meeting.
- 3.4 Voting. Each Member shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Members or by mail vote.
- 3.5 Member Quorum. A quorum necessary for the transaction of business at any Member meeting shall be ten percent (10%) of the Members entitled to attend and vote at such meeting present in person or by mail vote. The quorum shall be established by a registration of the Members present at such meeting which shall be certified by the Secretary and reported in the minutes of the meeting.

### ARTICLE 3

#### Board of Trustees

- 4.1 Composition of Board. The Board of Trustees shall consist of not less than seven (7) nor more than twenty-one (21) persons. The number of Trustees shall be set by resolution by the Board of Trustees annually, not less than sixty (60) days prior to the Annual Meeting. All Trustees shall be current members in good standing of the Corporation.
- 4.2 Election of Trustees. All elections shall be conducted pursuant to the policies and procedures established by the Board of Trustees and shall be at the annual meeting of the Members or by mail; except, if the number of candidates do not exceed the positions up for election, then there is no contest in the election and at the Annual Meeting of the Members, the President will declare each candidate elected by general consent or acclamation. Approximately one-half (1/2) or a bare majority of the Trustees shall be elected for a term of two (2) years and the remainder for a term of one (1) year. Thereafter all elections of Trustees other than for unexpired terms, shall be for terms of two (2) years; provided that at no time shall the terms of more than a bare majority of the Trustees expire in the same year. In any year in which the total number of Trustees changes, such number shall be elected for one(1) or two (2) year terms as will preserve the ratio. The Board shall be permitted to appoint honorary Trustees as the Board deems appropriate.
- 4.3 Vacancy. Each vacancy among the Trustees other than by removal from office or expiration of term may be filled for the unexpired term by appointment by a majority of the Trustees then in office. A Trustee may be removed from office by

a majority vote of the Members of the Corporation, in which case the Member may fill the vacancy for the remainder of the term.

- 4.4 Meetings. The Board of Trustees shall meet regularly at such time and place as the Board may determine. Special meetings of the Board may be called by the President, or any three (3) Trustees. All meetings shall be held on such notice as the Board may prescribe, provided, however, that any business may be transacted at any meeting without specification of such business in the notice of the meeting upon reasonable notice.
- 4.5 Organizational Meeting. An organizational meeting of the Board of Trustees shall be held at or before the next regular Board meeting following each annual meeting of the Members for the purpose of election of officer for the ensuing year and to transact such other business as may properly come before the meeting. The Trustees an officer in office prior to the Member Annual Meeting shall continue to hold office until such meeting.
- 4.6 Board Quorum. A majority of the members of the Board of Trustees shall constitute a quorum.
- 4.7 Compensation. The Trustees shall receive no compensation for their services as such, but they shall be reimbursed for their reasonable travel expenses when engaged in the business of the Corporation, and may be paid a reasonable amount for attendance at meetings or on other business of the Corporation.
- 4.8 Audits. The Board of Trustees shall authorize a compilation, review, or audit of the financial statements and records of the Corporation at least once each fiscal year, and the report of such compilation, review or audit shall be made at the next annual meeting of the Members.
- 4.9 Borrowings. The Board of Trustees may authorize the borrowing of money and the encumbrance of the assets of this Corporation for the sums borrowed. The Board may authorize a financial guaranty if such guaranty serves as a business interest of this Corporation.

## ARTICLE 5

### Officers

- 5.1 Election of Officers. At each organizational meeting set forth in Article 4 Section 4.5 of the Board of Trustees, the Members shall elect officers of this Corporation, which shall include a President, if applicable, President-Elect, Secretary, and Treasurer and such other officer as the Board deems necessary or desirable. The President, President-Elect, Secretary and Treasurer must be a Trustee. An officer may be removed by the Board whenever the best interest of the

Corporation will be served thereby. If any vacancy occurs among the officer of this Corporation, it shall be filled by the Board.

- 5.2 The President shall preside at all meetings of the Memers and of the Trustees and perform such other duties as required by the Board.
- 5.3 The President-Elect, in the absence or disability of the President, shall perform the duties of the President. The President-Elect shall also perform such other duties as required by the Board. Upon the expiration of the term of the President, the President-Elect, as long as she/he remains a Trustee and member of this organization in good standing and willing to serve, shall automatically assume the office of President.
- 5.4 The Secretary shall:
  - (a) Keep a record of each meeting of the Members and of the Board.
  - (b) Give all notices as required by law.
  - (c) Perform such other duties as required by the Board.
- 5.5. The Treasurer shall:
  - (a) Supervise the safekeeping of all funds and property of the Corporation.
  - (b) Supervise the records of all financial transactions of the Corporation.
  - (c) Perform such other duties as required by the Board.
- 5.6 The Executive Director. The Trustees shall appoint an Executive Director who shall cause the records and accounts of the corporation to be maintained in such a manner that the true condition of the business may be ascertained therefrom, shall furnish the Board of Trustee a correct report of the business and affairs of the Corporation when and as requested by the Board, and shall perform such other duties as required by the Board.

## ARTICLE 6

### Committees

- 6.1 Committees. The Board of Trustees may establish such committee(s) as it may deem necessary and proper from time to time.

## ARTICLE 7

### Indemnification

7.1 Indemnification. Each person (and the heirs and legal representatives of such person) who is or was a Director or officer or employee of this Corporation, or of any other Corporation which he or she serves or served as such at the request of this Corporation, shall be indemnified by this Corporation against liability and related expense incurred in connection with any claim, suit or other proceeding (“claim”), whether civil, criminal, administrative, or investigative, and including any related appeal in which he or she may be involved by reason of his or her position with this Association, whether he or she occupies the position when liability or expense is incurred or not; but only if such person has met the standard of conduct set forth in paragraph 5.2. Indemnification shall be reduced by the amount of any other indemnification or reimbursement of such person in respect of the liability and expense for which indemnification is claimed. As sued in this Code of Regulations, the terms “liability” and “expense” shall include, without limitation, attorney fees and disbursements and judgments, fines, or penalties against, and amounts paid in settlement by such person. The disposition of any claim by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or nolo contendere, or its equivalent, shall not create a presumption that such person did not meet the standards of conduct set forth in this paragraph.

7.2 Standard of Conduct for Indemnification. In order to receive indemnification with respect to a claim, each person referred to in paragraph 5.1 must demonstrate that:

- (a) he/she acted in good faith; and
- (b) he/she reasonably believed:
  - (1) in the case of such person’s conduct in an official capacity with the Corporation, that such conduct was in the best interests of the Corporation.
  - (2) in all other cases, that such person’s conduct was not opposed to the Corporation’s best interest; and
- (c) in the case of any criminal proceeding, he/she had no reasonable cause to believe the conduct was unlawful.

7.3 Determination of Entitlement to Indemnification. Each person referred to in paragraph 5.1 of this section who has been successful, on the merits, with respect to any claim shall be entitled to indemnification. Except as provided the preceding sentence, any other indemnification under paragraph 5.1 shall be made only if the Board of Directors, acting by a quorum consisting of Directors who are not parties to (or who have been wholly successful with respect to) such claim shall find that such person has met the standard of conduct set forth in

paragraph 5.2, or independent legal counsel shall give the Corporation a written opinion that such person has met such standards.

- 7.4 Advancement of Expenses. The Corporation may advance funds to pay expenses incurred with respect to any claim prior to final disposition if the recipient agrees to repay such amount in the event it is ultimately determined that he or she is not entitled to indemnification.
- 7.5 Rights Not Exclusive. Indemnification provided in this section shall be in addition to any rights to which any person referred to in paragraph 5.1 may otherwise be entitled by contract or as a matter of law and shall be available whether or not the claim asserted against such person is based on matters which antedate the adoption of this section.
- 7.6 Insurance. The Corporation is authorized to purchase insurance to insure this Corporation against costs of indemnification provided in this section.

#### ARTICLE 8

##### Fiscal Year

- 8.1 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Trustees.

#### ARTICLE 9

##### Amendments

- 9.1 Amendments. This Code of Regulations may be amended at any annual or special meeting of the Members at which a quorum is present or represented by mail vote, by an affirmative vote of the majority of the Member present or represented by mail vote. The notice of such meeting must contain the text of the proposed amendment.