

BY-LAWS OF
G.O. Community Development Corporation,
A NOT-FOR-PROFIT CORPORATION

ARTICLE I ORGANIZATION

1. The name of the organization shall be G.O. Community Development Corporation hereafter G.O. CDC.
2. The organization may at its pleasure by a vote of the Board of Directors change its name.

ARTICLE II PURPOSES

The following are the purposes for which this organization has been organized:

To improve opportunities of Ashtabula county residents by providing training, assistance, and economic opportunity.

ARTICLE III MEMBERSHIP

Membership in this organization shall be open to all.

ARTICLE IV MEETINGS

The annual membership meeting of this organization shall be held on the Third Sunday of January each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.

The president of the Board has the authority to call membership meetings as needed to conduct company business.

The Secretary shall provide written notice to every member in good standing of the time and place of such annual meeting. Such notice shall be delivered either by mail at his address as it appears in the membership roll book in this organization or electronic mail to the G.O. CDC assigned email address. To be considered a member in good standing that person must have attended at least one half of all member and board of director meeting in the previous twelve month period.

Regular meetings of this organization shall be held the G.O. CDC Building 3703 Station avenue Ashtabula OH.

The presence of one half of the members shall constitute a quorum and shall be necessary to conduct the business of this organization. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president when he deems it for the best interest of the organization. Written notification of such meeting shall be transmitted to all members at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of three quarters of the members of the Board of Directors the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE VII BOARD OF DIRECTORS

1. The business of this organization shall be managed by a Board of Directors consisting of no more than 20 members, together with the officers of this organization.

2. To be eligible to serve on the board of directors all candidate members must meet the following conditions:

A. Shall be a citizen of the United States

B. Serve at least 40 volunteer hours in the year preceding nomination to the board of directors. Written record of such time as recorded in form GO CDC 1 shall be entered in the minutes of the meeting in which the member is nominated.

The directors to be chosen for the ensuing two year period shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of two years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

One half of the members in good standing of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held monthly.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

The Board of Directors shall select from one of their members a secretary.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

Any director who misses three or more meetings concurrently or seven or more meetings in a twelve month period shall be reclassified as inactive and automatically be voted for removal at the first meeting after such absences.

The board at its discretion may designate an individual with the status of Board Member Emeritus. An Emeritus board member shall serve for life. Emeritus board members shall have the right to attend all general board meetings. Emeritus board members shall not vote or count as active board members for the purpose of determining a quorum.

ARTICLE VIII OFFICERS

The initial officers of the organization shall be as follows:

President: Shaelynn Ballard

Vice President: Drew Thomas

Secretary: Deborah Bax

Treasurer: Don Ballard

The President shall preside at all membership meetings.

He shall by virtue of his office be Chairman of the Board of Directors.

He shall present at each annual meeting of the organization an annual report of the work of the organization.

He shall appoint all committees, temporary or permanent.

He shall see all books, reports and certificates required by law are properly kept or filed.

He shall be one of the officers who may sign the checks or drafts of the organization.

He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books.

It shall be his duty to file any certificate required by any statute, federal or state.

He shall give and serve all notices to members of this organization.

He shall be the official custodian of the records and seal of this organization.

He may be one of the officers required to sign the checks and drafts of the organization.

He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.

He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization.

He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$ 100,000 and the balance of the funds of the

organization shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.

He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IX SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE X COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

The permanent committees shall be: church/community outreach, special events, grants

ARTICLE XI DUES

No dues will be required for membership.

ARTICLE XII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two thirds of the active board members.