

**AMENDED AND RESTATED**

**BYLAWS**

**OF THE**

**BOARD OF DIRECTORS**

**OF THE**

**MONTGOMERY COUNTY CONVENTION FACILITIES AUTHORITY**

The Montgomery County Convention Facilities Authority (the “Authority”) was established on November 19, 2019 under Chapter 351 of the Ohio Revised Code (“Chapter 351”), pursuant to Resolution Number 19-1481 adopted November 19, 2019 by the Board of Commissioners of Montgomery County, Ohio (the “County Commissioners”). The Bylaws were adopted at the initial meeting of the Board of Directors of the Authority on May 7, 2020, and were amended and restated and adopted in their current form by the Board of Directors of the Authority on June 4, 2020.

These Bylaws represent the official action of the Board of Directors pursuant to the authority granted them under Chapter 351 and are to govern the conduct of the Board’s operation of the Authority. The Board shall exercise all powers granted to it under Chapter 351 pursuant to these Bylaws, which shall become effective upon adoption by the Board and shall be subject to amendment only as provided in Article VI thereof.

TABLE OF CONTENTS

ARTICLE I Offices.....1  
    Section 1.1. Principal Office.....1  
    Section 1.2. Other Offices.....1

ARTICLE II Board of Directors.....2  
    Section 2.1. Powers.....2  
    Section 2.2. Number of Directors.....2  
    Section 2.3. Terms of Office.....2  
    Section 2.4. Resignation and Removal.....2  
    Section 2.5. Vacancies.....3  
    Section 2.6. Compensation.....3

ARTICLE III Officers .....4  
    Section 3.1. Officers.....4  
    Section 3.2. Chairperson.....4  
    Section 3.3. Vice-Chairperson.....4  
    Section 3.4. Secretary and Fiscal Officer.....5  
    Section 3.5. Assistants to Officers.....6  
    Section 3.6. Terms of Office.....6  
    Section 3.7. Resignation.....7  
    Section 3.8. Removal.....7  
    Section 3.9. Vacancies.....7

ARTICLE IV Meetings.....8  
    Section 4.1. Quorum.....8  
    Section 4.2. Place of Meeting.....8  
    Section 4.3. Meetings.....8  
    Section 4.4. Conduct of Meetings.....9  
    Section 4.5. Minutes.....11  
    Section 4.6. Absence of Secretary.....11

ARTICLE V Rules for Notification of Meetings to the Public and News Media.....12  
    Section 5.1. Public Meetings and Purposes.....12  
    Section 5.2. Notice of Regular and Organizational Meetings.....12  
    Section 5.3. Notice of Special Meetings.....13  
    Section 5.4. Notice to News Media of Special Meetings.....13  
    Section 5.5. Notification of Discussion of Specific Types of Public Business.....15  
    Section 5.6. General.....16

ARTICLE VI Construction and Amendment of Bylaws .....18  
    Section 6.1. Construction and Separability.....18  
    Section 6.2. Amendments.....18

ARTICLE I  
Offices

Section 1.1. Principal Office. The principal office of the Montgomery County Convention Facilities Authority (the “Authority”) and of the Board of Directors (the “Board”) shall be located at c/o Dayton Convention & Visitors Bureau, One Chamber Plaza Ste. A, Dayton Ohio 45402 unless an alternative address is designated by the Board.

Section 1.2. Other Offices. The Board may establish other offices at such other places as shall be designated from time to time by the Board.

ARTICLE II  
Board of Directors

Section 2.1. Powers. All of the powers of the Authority shall be exercised by its Board, but, without relief of such responsibility, the Board may delegate such powers to committees of the Board or the officers and employees of the Board.

Section 2.2. Number of Directors. Pursuant to Section 351.04 of the Ohio Revised Code and Resolution No. 19-1481 adopted on November 19, 2019, of the County Commissioners, the number of Directors of the Board (the “Directors,” and individually, a “Director”) is fixed at eleven (11), six (6) of whom are appointed by the County Commissioners, three (3) of whom are appointed by the Mayor of the City of Dayton, and two (2) of whom are appointed by the mayors of the remaining participating municipal corporations.

Section 2.3. Terms of Office. The Directors shall serve staggered terms between one and four years, as set forth in Section 351.04 of the Ohio Revised Code and Resolution No. 19-1481 of the County Commissioners. At the conclusion of their initial term, each Director or his or her respective successor shall be appointed by the respective appointing authority to a term of four (4) years. Any Director shall be eligible for reappointment.

Section 2.4. Resignation and Removal. Any Director of the Board may resign by submitting their resignation to the Chairperson and Secretary of the Board and to the Director’s respective appointing authority, and such resignation shall take effect immediately or at such other time as the resigning Director may have specified in the written notice of resignation. Any Director may be removed by the Director’s appointing authority at any time for misfeasance, nonfeasance, or malfeasance in office. Removal shall be accomplished by written communication from the removing authority delivered to the Chairperson and Secretary of the Board.

Section 2.5. Vacancies. A vacancy upon the Board shall be deemed to exist upon the death, incapacity, resignation, removal, or expiration of the term of office of any Director. For any vacancy, the respective appointing authority may appoint a successor Director for the remainder of an unexpired term to fill any vacancy left by any Director.

Section 2.6. Compensation. The Board may fix and, from time to time, alter compensation to be paid to Directors as reimbursement for reasonable expenses in the performance of the Directors' duties, but no stated salary as such shall be paid to Directors, unless the County Commissioners choose to fix the compensation of the Directors in a resolution.

ARTICLE III  
Officers

Section 3.1. Officers. The officers of the Board shall be a Chairperson, Vice-Chairperson, Secretary, and Fiscal Officer as well as any other officers that the Board may additionally designate from time to time. The Chairperson and the Vice-Chairperson shall be Directors who are elected by the Board. The Secretary and the Fiscal Officer of the Board shall be appointed by the Board. The Secretary, Fiscal Officer, and any other additional officers appointed by the Board may be Directors, but such officers are not required to be Directors. The Board may re-appoint the Secretary, Fiscal Officer, and any other appointed officers at any time, upon the discretion of the Board. As described below, the Board or the Secretary or Fiscal Officer, as applicable, may from time to time delegate responsibilities and duties of offices of Secretary and Fiscal Officer to a third-person or to an entity as deemed by the Board or such officer to be necessary or convenient for the administration of the Authority.

Section 3.2. Chairperson. The Chairperson shall preside at all Meetings (as such term is defined in Section 4.3) of the Board, shall perform all applicable duties commonly incident to the position of chairperson of a board or commission of a public body or public agency in the State of Ohio, and shall have authority to exercise general supervision over the business of the Authority. For purposes of service of civil process, the Chairperson shall be deemed to be the chief executive officer of the Authority, and the Chairperson is authorized to accept such service on behalf of the Authority or the Board. The Chairperson shall perform such other duties and have such other powers as may be provided from time to time by the Board.

Section 3.3. Vice-Chairperson. The Vice-Chairperson shall perform the duties and have the authority of the Chairperson during the absence of the Chairperson or the inability of the Chairperson to perform its duties, shall preside at all Meetings of the Board in the absence of the

Chairperson or when the Chairperson shall for any reason vacate the chair, and shall perform such other duties and have such other authority as may be provided from time to time by the Board. When performing the duties and having the authority of the Chairperson, the Vice-Chairperson shall have all powers of the Chairperson. At any Meeting of the Board from which both the Chairperson and the Vice-Chairperson are absent, the Board may select, by a majority vote of those Directors present, a Director of the Board who is present to serve as the presiding officer for that Meeting.

Section 3.4. Secretary and Fiscal Officer.

(a) The Secretary and the Fiscal Officer shall report administratively to the Chairperson, and they shall assist and inform the Chairperson and the Board in matters relating to the duties of those offices. The Board may assign additional duties as are consistent with the respective positions of Secretary and Fiscal Officer.

(b) The Secretary shall perform the following services: (i) attend all Meetings of the Board and keep accurate records of the proceedings at such Meetings, which shall be attested to by the Secretary; (ii) have such authority and perform such duties as are provided by law for such office or as may be assigned by the Board from time to time; (iii) have custody of and maintain all minutes, resolutions, records, documents, and files of the Board except for financial records; and (iv) certify any such minutes, resolutions, records, documents, or files as true and exact copies thereof. Any seal of the Authority shall be maintained in the custody of the Secretary. The Secretary, if not a Director of the Board, may receive such compensation as the Board may from time to time provide. The Secretary may be required by the Board to provide a surety bond.

(c) The Fiscal Officer shall be the fiscal officer of the Authority, and shall maintain all financial records of the Authority as well as accurate books accounting for the Authority's financial



transactions. The Fiscal Officer, if not a Director of the Board, may receive such compensation as the Board may from time to time provide. The Fiscal Officer may be required by the Board to provide a surety bond.

The Fiscal Officer shall have the care and custody of the funds of the Authority except as otherwise provided by the Board.

(d) The Board or the Secretary and Fiscal Officer, as applicable, may delegate any responsibilities or duties of the offices of Secretary and Fiscal Officer to a third person or to an entity. Except for responsibilities which can be discharged only by the Secretary or the Fiscal Officer personally, the Secretary or the Fiscal Officer shall be deemed to have discharged their respective responsibilities hereunder if they shall have caused the same to be discharged by another person properly authorized by the Secretary or Fiscal Officer, as applicable, or by the Board.

Section 3.5. Assistants to Officers. The Board may appoint from time to time such assistants to officers as the Board deems appropriate. Subject to the provisions of any such appointment, any such assistant officer shall perform any and all of the duties, and have the authority and powers of, the officer to whom such assistant is assistant, excepting only such duties, authority, and powers that may, as provided by law or by the Bylaws, only be fulfilled, performed, or exercised by the officer himself. Legal counsel to the Authority may be appointed by the Board as one or more of its assistant Secretaries. An assistant officer shall perform such other duties and discharge such other responsibilities as the Board may require from time to time. The Board may require that an assistant officer provide a surety bond.

Section 3.6. Terms of Office. Except as the Board may otherwise provide, the terms of office for the Chairperson and Vice-Chairperson shall be one (1) year and until their respective successors take office; provided, however, that if any such officer ceases to be a Director they shall

also cease to be such officer. The Chairperson and Vice-Chairperson shall be elected annually at the Organizational Meeting (as defined in Section 4.3(a)) of the Board (or at such other Meeting as established by the Board), and they shall take office upon their election. Terms of office for all officers other than the Chairperson and Vice-Chairperson shall be as specified by the Board; provided, however, that if their terms are not specified, then such officers shall serve at the pleasure of the Board.

Section 3.7. Resignation. Any officer of the Board may resign their position as such officer by giving written notice of such resignation to the Chairperson and Secretary. In the event that the Chairperson resigns, written notice shall be given to the Vice-Chairperson. A resignation shall be effective as of the date stated in such resignation, or, if no date is stated, then as of the date of its receipt by the proper officer. The officer receiving a resignation shall promptly transmit notice of the resignation to the Board, but no resignation shall require acceptance by the Board.

Section 3.8. Removal. All officers who serve at the pleasure of the Board shall be subject to removal by the Board at any time.

Section 3.9. Vacancies. A vacancy in any office of the Board shall be filled by the Board for the unexpired term of such officer.

ARTICLE IV  
Meetings

Section 4.1. Quorum. A majority of the Directors of the Board shall constitute a quorum. The concurrence of a majority of a quorum shall be sufficient for any action taken by the Board. Any number less than a quorum may adjourn a Meeting of the Board or recess it to a stated date and time.

Section 4.2. Place of Meeting. All Meetings of the Board shall be held at the offices of the Authority, any designated alternate meeting places, or, subject to Section 4.3 hereinbelow, at such other place as may be designated by the Board at a preceding Meeting of the Board, or as may be designated in the notice of a Meeting of the Board as hereinafter provided.

Section 4.3. Meetings.

(a) Regular meetings of the Board or of any duly appointed committee of the Board at which meeting a majority of the members of the committee are present (“Regular Meetings”), of which no notice need be given, shall be held on the dates and at the times and places as determined by motion of the Board or of the committee, as appropriate, duly adopted at a preceding Regular Meeting. The first meeting of the Board and, annually thereafter, the first Meeting in each calendar year will constitute the organizational meeting (the “Organizational Meeting”) at which officers are elected and regular meeting dates are established.

(b) Special meetings of the Board or of any duly appointed committee of the Board at which meeting a majority of the members of the committee are present (“Special Meetings”) may be called at any time by the Chairperson, Vice-Chairperson, or Secretary by giving notice, or causing notice to be given, to all members of the Board or the committee, as appropriate, of the date, hour, and place of the meeting. Such notice shall be given at least twenty-four (24) hours prior to the meeting, and notice may be given either (i) orally in person or by telephone or (ii) in

writing, either electronically or by letter delivered to such residence or business address of each member.

Regular Meetings, Special Meetings, Organizational Meetings, and Emergency Meetings (as defined in Section 5.4(d)) are collectively referred to in these Bylaws as “Meetings,” and such reference is intended to conform to the definition set forth in Section 121.22(B)(2) of the Ohio Revised Code.

(c) Notice of any Meeting need not be given to any member of the Board or of a committee if such notice is waived by that member in writing before, during, or after such Meeting or if that member shall be present at that Meeting. Any Special Meeting shall be a valid Meeting without notice having been given thereof if all of the Directors or members of a committee shall be present at that Special Meeting.

(d) Any subject matter may be considered at any Meeting of the Board.

Section 4.4. Conduct of Meetings. It is suggested that Meetings of the Board be conducted in accordance with the following procedures, unless alternate procedures are determined to be necessary by the Chairperson or, in the Chairperson’s absence, by the presiding officer:

(a) Order of Business: Except as otherwise may be determined by the person presiding at such Regular Meeting, the business of Regular Meetings of the Board shall be transacted in the following order:

1. Roll call.
2. Submission of minutes of the preceding Regular Meeting and of any Special Meetings subsequent thereto.
3. Reports and communications from officers of the Board.
4. Other reports and communications.

5. Reports of standing committees.
6. Reports of special committees.
7. Consideration of pending resolutions and motions.
8. Introduction of new resolutions and motions.
9. Other business.
10. Adjournment.

(b) Resolutions and Motions: Actions of the Board shall be taken by resolution or motion. Resolutions shall be in written form. Motions shall be presented, seconded, and acted upon in accordance with this section. Upon request of any Director, any motion shall be reduced to writing. Any motion may be withdrawn by the maker, with the consent of the second, before it has been amended or voted upon. All motions that have been entertained by the Director presiding at the Meeting and the disposition thereof shall be entered into the minutes of the Meeting.

(c) Addressing the Meeting: Persons wishing to address the Board must make advance written request for time to present oral communications to the Board. This written request must be placed in the hands of the Chairperson or any Director for presentation to the Board at least two hours before the meeting of the Board at which such time is requested, and it must specify both the subject matter of the proposed communication and the amount of time requested. The Chairperson may allocate such time to such persons as have made requests hereunder as in their discretion seems reasonable and feasible, subject to the right of the Board to provide a different allocation or to end the discussion by a majority vote of the Directors present.

(d) Vote: Any Director shall be permitted to change their vote until roll call has been verified and the result declared. Subject to the intervening rights of third parties, motions for reconsideration on any vote may be made by any Director who was in the majority on such vote,

and any such motion must be made not later than the next Regular, Organizational, or Special Meeting following the Meeting at which such original vote was taken.

(e) Division of Motion: If any motion contains two (2) or more divisible propositions, the Director presiding at the Meeting may, and upon request of any Director shall, divide the same.

(f) Roberts' Rules of Order: To the extent not otherwise provided by these Bylaws, Meetings shall be conducted in accordance with the latest published edition of Roberts' Rules of Order. Any rules of procedure may be waived for a Meeting by the affirmative vote of all Directors present at the Meeting at which such rule is waived.

Section 4.5. Minutes. The minutes of each Meeting shall be promptly prepared, filed, and maintained in a minute book to be kept by the Secretary. The minutes of each Meeting shall state the date and place at which the Meeting was held, the names of the Directors present, a summary of actions there taken, the resolutions and motions adopted, and a record of the vote of each Director present. Each resolution adopted at a Meeting shall be assigned a reference number and shall be identified in the minutes by an appropriate reference to such number. Said minute book shall be open to the inspection of the public at all reasonable times.

Section 4.6. Absence of Secretary. In the event that the Secretary and any assistant to the Secretary appointed under Section 3.5 herein are absent from any Meeting at which the Secretary or their assistant is required to attend, the Director presiding at such Meeting shall designate a person, who need not be a member of the Board, as acting secretary to record the minutes of the Meeting and attest to any resolutions adopted at such Meeting. Any such acting secretary may also certify as to the authenticity of any resolution adopted at such Meeting or to the correctness of a copy or extract of the minutes of such Meeting.

ARTICLE V  
Rules for Notification of Meetings  
to the Public and News Media

Section 5.1. Public Meetings and Purposes. Meetings of the Board and of any duly appointed committee of the Board at which meeting a majority of the members of the committee are present shall be held, and notice thereof given, in accordance with Section 121.22 of the Ohio Revised Code and this Article V. The purposes of the rules contained in this Article V are: (a) to establish a reasonable method for any person to determine the time and place of all Regular Meetings and the time, place, and purpose of all Special Meetings, (b) to make provisions for giving advance notice of Special Meetings to the news media that have requested notification, and (c) to make provisions for persons to request and obtain reasonable advance notification of all Meetings at which any specific type of public business is to be discussed. The rules contained in this Article V are in addition to any applicable legal requirements as to notices to Directors, members of a committee appointed by the Board, or to others in connection with specific meetings or specific subject matters.

Section 5.2. Notice of Regular and Organizational Meetings.

(a) The Secretary of the Board shall publish a notice of the time and place of the Regular Meetings (other than the Organizational Meeting), if any, for each calendar year not later than the second day preceding the day of the first Regular Meeting (other than the Organizational Meeting), if any, of the calendar year of the Board. (For purposes of this Article V, “day” means a calendar day, and “publish” means to deliver a written notification that is mailed, electronically transmitted, or delivered to a newspaper of general circulation in the District.) If at any time during the calendar year the time or place of Regular Meetings, or of any Regular Meeting, is changed on a permanent or temporary basis, a notice of the time and place of such changed Regular Meetings

shall be published by the Secretary at least twenty-four (24) hours before the time of the first changed Regular Meeting.

(b) The Secretary shall publish a notice of the time and place of any Organizational Meeting of the Board at least twenty-four (24) hours before the time of such Organizational Meeting.

(c) Upon the adjournment of any Regular Meeting to another day, the Secretary shall promptly publish notice of the time and place of such adjourned Regular Meeting.

Section 5.3. Notice of Special Meetings.

(a) Except in the case of an Emergency Meeting referred to in section 5.4(d) below, the Secretary shall publish a notice of the time, place, and purposes of Special Meetings at least twenty-four (24) hours before the time of a Special Meeting.

(b) The notice under Section 5.3(a) and the notifications under Section 5.4 shall state the specific or general purpose or purposes then known to the Secretary to be intended to be considered at such Special Meeting. Such notices may state, as an additional general purpose, that any other business that may properly come before the Board or any duly appointed committee of the Board at such Special Meeting may be considered and acted upon.

(c) Upon the adjournment of any Special Meeting to another day, the Secretary shall promptly publish notice of the time and place of such adjourned Special Meeting.

Section 5.4. Notice to News Media of Special Meetings.

(a) Except in the event of an emergency requiring immediate official action as set forth in Section 5.4(d) below, a Special Meeting shall not be held unless at least twenty-four (24) hours advance notice of the time, place, and purpose of such Special Meeting is given to the news media that have requested such advance notification in accordance with Section 5.4(b) below.



(b) Any news organization that desires to be given advance notification of Special Meetings shall file a written request therefor with the Secretary. Such written requests shall specify (i) the name of the news organization, (ii) the name and address (both physical and e-mail addresses) of the person to whom written notifications to the news organization may be mailed or delivered, and (iii) the names, addresses, telephone numbers, and e-mail addresses (including addresses, telephone numbers, and e-mail addresses at which notifications may be given during and outside of business hours) of at least two (2) persons to either one of whom oral notification to the news organization may be given.

(For purposes of this Article V, “oral notification” means notification given orally, either in person or by telephone, directly to the person for whom such notification is intended, or by leaving an oral message for such person at the address, or if by telephone at the telephone number, of such person as shown on the records kept by the Secretary under this Article V. “Written notification” means notification in writing mailed, electronically transmitted, or otherwise delivered to the address of the person for whom such notification is intended as shown on the records kept by the Secretary under this Article V. If mailed, such notification shall be mailed by first-class mail, deposited in a U.S. Postal Service mailbox no later than the second day preceding the day of the Meeting to which such notification refers, provided that at least one regular mail delivery day falls between the day of mailing and the day of such Meeting.

Any such request for advance notification shall be effective for one (1) year from the date of filing with the Secretary or until the Secretary receives written notice from such news organization canceling or modifying such request, whichever date is earlier. Each requesting news organization shall be informed of such period of effectiveness at the time it files its request. Such requests may be modified or extended only by filing a complete new request with the Secretary.

A request shall not be deemed to have been made unless it is complete in all respects, and such request may be conclusively relied on by the Board, its duly appointed committees, and the Secretary.

(c) The Secretary shall give oral notification or written notification or both, as the Secretary determines, of the time, place, and purposes of each Special Meeting to the news media that have requested such advance notification in accordance with Section 5.4(b) above at least twenty-four (24) hours prior to the time of each Special Meeting.

(d) In the event of an emergency requiring immediate official action, a Meeting may be held without giving twenty-four (24) hours advance notification thereof to the requesting news media (an “Emergency Meeting”). The Director or Directors calling an Emergency Meeting, or the Secretary on their behalf, shall immediately give oral or written notification or both, as the person giving such notification shall determine, of the time, place, and purposes of such Emergency Meeting to the news organizations that have requested such advance notification in accordance with Section 5.4(b) above. The minutes of any Emergency Meeting shall state the general nature of the emergency requiring immediate official action.

Section 5.5. Notification of Discussion of Specific Types of Public Business.

(a) Upon written request as provided herein, any person may obtain reasonable advance notification of all Meetings at which any specific type of public business is scheduled to be discussed.

Such person shall file a written request with the Secretary specifying (i) the person’s name, (ii) the address, telephone number, and e-mail address at or through which the person can be reached during and outside of business hours, (iii) the specific type of public business the discussion of which the person is requesting advance notification, and (iv) the number of calendar

months (not to exceed twelve (12)) that the request covers. Each such request may be canceled by request from such person to the Secretary.

Each such written request shall be accompanied by stamped self-addressed envelopes sufficient in number to cover the number of Regular Meetings during the time period covered by the request plus an estimated number of twelve (12) Special Meetings. The Secretary shall notify in writing the requesting person when the supply of envelopes is running out, and, if the person desires notification after such supply has run out, such person must deliver to the Secretary a reasonable number of additional stamped self-addressed envelopes as a condition to receiving further notifications.

Requests made under this Section 5.5 may be modified or extended only by filing a new written request with the Secretary. Any request under this Section 5.5 shall not be deemed to have been made unless it is complete in all respects, and such requests may be conclusively relied on by the Board, its duly appointed committees, and the Secretary.

(b) The Secretary shall give the advance notification required under this Section 5.5 by written or oral notification, or both, as the Secretary determines in their discretion. Advance written notification may be accomplished by giving copies of the agendas of all Meetings that are the subject of a request made under this Section 5.5.

#### Section 5.6. General.

(a) Any person may visit or telephone the office of the Secretary during that office's regular office hours to determine, based on information available at that office, (i) the time and place of Regular Meetings; (ii) the time, place, and purposes of any then-planned Special Meetings; and (iii) whether the available agenda of any such future Meeting states that any specific type of public business that is identified by such person is to be discussed at such Meeting.

(b) Any notification required to be given by the Secretary under the provisions of this Article V may be given by any person acting in behalf of or under the authority of the Secretary.

(c) A reasonable attempt at notification shall constitute notification in compliance with this Article V.

(d) A certificate by the Secretary as to compliance with this Article V shall be conclusive upon the Board or its duly appointed committees.

ARTICLE VI  
Construction and Amendment of Bylaws

Section 6.1. Construction and Severability. Each Article and Section herein shall be construed, if and to the extent possible, in a manner consistent with the laws of the State of Ohio (particularly Chapter 349) and the United States of America. If and to the extent that any provision or application thereof shall be deemed in conflict with any such laws, such provision or application thereof shall be void, but each provision shall be deemed separable from every other provision and its invalidity, or the invalidity of any application thereof, shall not affect any other provision or any lawful application thereof. Words of the masculine gender used herein include the feminine and the neuter, and, when the sense so indicates, words of the neuter gender may refer to any gender.

Section 6.2. Amendments. These Bylaws and any portion thereof may, at any time and from time to time, be amended, supplemented, added to, superseded, and changed by a majority vote of the Board.