

AMENDED CODE OF REGULATIONS
OF
THE CHINESE ASSOCIATION OF GREATER TOLEDO

ARTICLE I

General Provisions

The purpose of this Corporation shall be those stated in its Articles of Incorporation and as the Articles of Incorporation may be amended from time to time.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in its Articles of Incorporation. 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) a political campaign on behalf of any candidate for public office. Notwithstanding any provisions of its Articles of Incorporation, By-Laws or any other provisions of this Code of Regulations, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

This Corporation shall have no membership as contemplated in Ohio Revised Code Section 1702.13. All of the rights, powers, privileges and authority granted by law, the Articles of Incorporation and by this Code of Regulations shall be held and exercised by the Board of Trustees.

ARTICLE II

Meetings

The Corporation's annual meeting shall be held in the month of January or at such other time as the Board of Trustees shall determine, and at such time and place as the Board designates.

Regular and special meetings of the Trustees shall be held as provided in the By-Laws of the Board of Trustees.

A majority of the total number of Trustees shall constitute a quorum at all meetings. Withdrawal of a Trustee or Trustees at a meeting, for any reason, shall not defeat an otherwise duly constituted quorum at that meeting.

Nothing in this Code of Regulations shall be interpreted to prohibit the Board of Trustees or its duly authorized committees from the authorization or taking of any action without a meeting by affirmative vote or approval of, and in a writing or writings signed by, all the Trustees or committee members entitled to notice of meeting for such purpose. Any such writing shall be filed with or entered upon the record of the Corporation.

Nothing in this Code of Regulations shall be interpreted to prohibit participation of Trustees, or members of their duly authorized committees, at meetings by means of communications equipment if all persons participating can hear each other, and participation in a meeting pursuant to this paragraph shall constitute presence at such meeting.

ARTICLE III

Board of Trustees

The number of Trustees comprising the Board shall be no less than five (5) or more than eleven (11). The election of the Trustees shall be held at the annual meeting of the Board of Trustees, or, if Trustees be not then elected, or if the annual meeting be not held at the time fixed therefor in these Regulations, then at a meeting called for that purpose. Election shall be by a majority vote. Vacancies may be filled at any meeting of the Board of Trustees.

Each Trustee's term of office shall be for three (3) years from and after the date upon which they become duly elected and qualified, and until their successors are duly elected and qualified. Trustees may be elected to successive terms.

The Trustees elected to fill a vacancy caused by other than expiration of a term shall serve only the remainder of that term.

ARTICLE IV

Officers

The Officers of this Corporation shall be a President, Vice President, a Secretary and a Treasurer and such other offices as the Board of Trustees shall determine from time to time. The Officers shall be elected, from among the Trustees, by a majority vote of the Board of Trustees. The Officers shall hold office for no more than three (3) consecutive one (1) year terms or until their successors are elected and qualified, whichever comes first. Vacancies may be filled at any meeting of the Board of Trustees. Two or more offices may be held by one person.

ARTICLE V

Duties of Officers

President. The President shall preside at all meetings of the Trustees, sign the records thereof, and perform generally all the duties usually performed by presidents of like corporations, and such other further duties as shall be from time to time required of him/her by the Board of Trustees.

Vice President. The Vice President shall perform all the duties of the President in case of the absence or disability of the latter. In case both the President and Vice President are absent, or unable to perform their duties, the Board of Trustees may appoint a President Pro Tempore.

Secretary. The Secretary shall keep minutes of all proceedings of the Board of Trustees of this Corporation and make a proper record of the same, which shall be attested by him/her, and generally shall perform such duties as may be required of him/her by the Board of Trustees.

Treasurer. The Treasurer shall receive and have in charge all monies and securities belonging to this Corporation and shall disburse, or otherwise deal with them, as shall be ordered by the Board of Trustees. He/She shall keep an accurate account of all monies received and disbursed by him/her, and shall generally perform such duties as may be required of him/her by the Board of Trustees. On the expiration of his/her term of office, he/she shall turn over to his/her successor, or the Board of Trustees, all money and property of this Corporation in his/her hands.

ARTICLE VI

Contracts

The Board of Trustees may authorize any Officer or Officers 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 confined to specific instances.

ARTICLE VII

Order of Business

Unless this Article is suspended by a majority vote of the Trustees present at any meeting of the Board of Trustees at which a quorum is present, the order of business at all meetings shall be as follows:

1. Call to order.
2. Roll call.
3. Reading of the minutes of the last preceding meeting.
4. Reading of reports and statements.
5. Unfinished business.
6. Election of Trustees or Officers, if in order at the meeting in question.
7. New or miscellaneous business.
8. Adjournment.

ARTICLE VIII

Disposition of Assets on Dissolution

In the event there is no longer any economic or social need for the existence of this Corporation and the activities conducted by this Corporation, the Corporation may be dissolved by a majority of the Board of Trustees of the Corporation in attendance, or voting by proxy, at a meeting called for such purpose following written notice to all Trustees setting forth the purpose and place of such meeting. Upon the affirmative vote in favor of dissolution, the Board of Trustees shall proceed to wind up all of the affairs of the Corporation, including the payment of all debts and obligations of every kind, character and description. The Board of Trustees shall dispose of the remaining assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of Lucas County,

exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

Amendments

This Code of Regulations and the Articles of Incorporation may be amended, supplemented or repealed by the written assent thereto of all of the Trustees of this Corporation, or by a majority vote of the Trustees present at any regular meeting at which a quorum is present, or at any annual meeting.

ARTICLE X

Indemnification

Any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Trustee, officer, employee, or agent of or a volunteer of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or a corporation for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise, shall be indemnified by this Corporation against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that his or her conduct was unlawful.

Any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he or she is or was a Trustee, officer, employee, or agent of or a volunteer of the Corporation, or is or was serving at

the request of the Corporation as a trustee, director, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or corporation for profit, a limited liability company, or a partnership, joint venture, trust, or other enterprise shall be indemnified by this Corporation against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any of the following:

- (a) Any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless, and only to the extent that, the Court of Common Pleas or the Court in which the action or suit was brought determines, upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the Court of Common Pleas or such other Court considers proper;
- (b) Any action or suit in which liability is asserted against a trustee and that liability is asserted only pursuant to Section 1702.55 of the Ohio Revised Code.

To the extent that a Trustee, officer, employee, member, agent, or volunteer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to above, or in defense of any claim, issue, or matter in such an action, suit, or proceeding, he or she shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with that action, suit, or proceeding.

Unless ordered by a Court and subject to the immediately preceding paragraph, any indemnification under the first two paragraphs of this Article shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Trustee, director, officer, employee, member, manager, agent, or volunteer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the first two paragraphs of this Article. Such determination shall be made in any of the following manners:

- (a) By a majority vote of a quorum consisting of Trustees of the Corporation who were not and are not parties to or threatened with the action, suit, or proceeding;
- (b) Whether or not such a quorum is obtainable, and if a majority of a quorum of disinterested Trustees so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation or any person to be indemnified within the past five (5) years;
- (c) By the Court of Common Pleas or the Court in which the action, suit, or proceeding referred to in the first two paragraphs of this Article was brought. If an action or a suit by or in the right of the Corporation is involved, any determination made by such disinterested Trustees or such independent legal counsel shall be communicated promptly to the person who threatened or brought the action or suit under the second paragraph of this Article, and, within ten (10) days after receipt of such notification, such person shall have the right to petition the Court of Common Pleas or the Court in which such action or suit was brought to review the reasonableness of such determination.

Unless the liability in an action, suit or proceeding is pursuant to Section 1702.55 of the Ohio Revised Code, the expenses incurred by a Trustee or volunteer in defending the action, suit, or proceeding, including attorney's fees, shall be paid by the Corporation, and upon the request of the Trustee or volunteer and in accordance with this paragraph, those expenses shall be paid as they are incurred, in advance of the final disposition of the action, suit, or proceeding. The foregoing notwithstanding, the expenses incurred by a Trustee or volunteer in defending an action, suit, or proceeding referred to in the first two paragraphs of this Article, including attorney's fees, shall not be paid by the Corporation upon the final disposition of the action, suit, or proceeding, or, if paid in advance of the final disposition of the action, suit, or proceeding, shall be repaid to the Corporation by the Trustee or volunteer, if it is proved, by clear and convincing evidence, in a Court with jurisdiction that the act or omission of the Trustee or volunteer was undertaken with a deliberate intent to cause injury to the Corporation or was one undertaken with a reckless disregard for the best interests of the Corporation. Expenses, including attorney's fees, incurred by a trustee, director, officer, employee, member, manager, agent, or volunteer in defending any action, suit, or proceeding referred to in the first two paragraphs of this Article may be paid by the Corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as

authorized by the Trustees in the specific case, upon receipt of an undertaking by or on behalf of the trustee, director, officer, employee, member, manager, agent, or volunteer to repay the amount if it ultimately is determined that he or she is not entitled to be indemnified by the Corporation.

It is the intent hereof to adopt substantially the provisions of Ohio Revised Code Section 1702.12 (E) respecting indemnification. However, the indemnification authorized by this Article is not exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, pursuant to the Articles of Incorporation, the Code of Regulations, any agreement, a vote of disinterested trustees, or otherwise, both as to action in their official capacity and as to action in another capacity while holding their offices or positions, and shall continue as to a person who has ceased to be a trustee, director, officer, employee, member, manager, agent, or volunteer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

I hereby certify that the foregoing Amended Code of Regulations was duly adopted by the Board of Trustees on the _____ day of September, 2007.

Luanne Billstein, Secretary