

SCIENCE ORIENTED LITERATURE, ARTS, AND EDUCATION FOUNDATION

BY-LAWS (effective January 30, 2010)

Article 1: Name of the Corporation

The name of the Corporation shall be the Science Oriented Literature, Arts, and Education Foundation of Ohio, or the S.O.L.A.E. Foundation, hereinafter referred to as SOLAE or the Corporation.

Article 2: Purpose

The general purpose of the SOLAE Foundation is to hold and participate in current and future events which advance science-oriented literature, arts, and education. Such events shall be held in a manner which does not discriminate with regard to gender, race, religious belief, age, abilities, sexual orientation, or national origin.

Article 3: Mission Statement

SOLAE is a nonprofit organization whose purpose is to promote education and the study of science through the reading and writing of books and through promoting appreciation of the art and aiding educational efforts in these areas. This is done through the raising of funds for scholarship awards and collecting of books or funds for schools and other non profit institutions. This goal is primarily reached by presenting events through the year that provide experiences that promote such learning, appreciation and education.

Article 4: Definitions

OFFICERS: The officers of the Corporation will be the President, Vice-President, the Secretary, and the Treasurer.

BOARD: The board of directors/oversight committee of the Corporation.

ORGANIZATION: The committee organizing the events that are held.

MEMBER ORGANIZATION: The individual organizations that have elected to join the Corporation.

CHAIR: The Chairperson of a Member Organization.

ORGANIZATION TREASURER: The Treasurer of the Member Organization.

TRUSTEE: A member of the Board of Directors elected by the Member Organization.

Article 5: Procedures to become a Member Organization

Section 1. Organizations consisting of a committee or committees organizing an event or events which meet the purpose of the Corporation may apply to become Member Organizations of SOLAE.

Section 2. Any such committee that wishes to petition for membership in the corporation shall meet the following guidelines:

- a) Must agree to abide by the bylaws of the Corporation.
- b) Must meet all IRS 501(c)(3) requirements.

- c) Must follow Generally Accepted Accounting Principles (GAAP).
- d) Must maintain bank accounts with a minimum of two signatures.

Section 3. Any organizing committee wishing to become part of the corporation must submit an application in writing. Such application must detail specifics of the Organization such as type of organization, events to be held, their dates, place, themes, etc.

Section 4. Title to funds and all other assets shall belong to the corporation. However, possession and usage of those funds and assets shall reside wholly with the Member Organization.

Section 5. The Corporation will require that each Member Organization have a written list of its general rules of operation on file with the Corporate Secretary in a timely manner.

Section 6. Two-thirds of the voting members present must approve accepting an application.

Section 7. At the next quarterly or special meeting, a two-thirds majority vote of the voting trustees present is required for approving the applicant as a Member Organization.

Section 8. Once the application has been accepted the new Member Organization may seat its Trustees immediately.

Article 6: Obligations of Member Organizations

Section 1. Each Member Organization shall abide by the bylaws of the SOLAE Foundation.

Section 2. Each Member Organization shall provide an equal number of trustees to the Board of Directors. If there are one, two, or three Member Organizations, each Member Organization shall provide three trustees. If there are four or five Member Organizations, each Member Organization shall provide two trustees. If there are six or more Member Organizations, each Member Organization shall provide one trustee. In the event that the Board votes to admit a new Member Organization and the addition of the new Member Organization requires a reduction in the number of trustees provided by the current Member Organizations, each Member Organization shall decide which of its current trustees will continue to serve. Such decision must be made prior to the Board meeting at which the vote on approving the applicant as a new Member Organization is to be taken.

Section 3. Each Member Organization shall have a procedure established for the immediate replacement of an Organization Chair.

Section 4. Each Member Organization shall maintain its own mailing address. The Member Organizations shall not use the corporate mailing address.

Section 5. The financial records of each Member Organization shall be maintained in accordance with GAAP and are subject to periodic audit by the corporate Treasurer. At the close of the fiscal year each Organization Treasurer shall report to the Corporate Treasurer information necessary to complete federal, state, and local tax forms.

Section 6. Each Member Organization shall maintain its own banking account(s). All Member Organization accounts shall be a minimum of two-signatory. The Corporate Treasurer shall be the second signatory on all banking accounts.

Section 7. Each year after closing of a Member Organization's books, a portion of the profits shall be earmarked for the use of the Corporation. Each Member Organization shall remit to the Corporation 10% (ten per cent) of the net profit of that Organization. This fee is to be not less than \$100.00. This fee may be waived by a vote of the Board of Trustees.

Article 7: Oversight of Member Organizations by the Corporation

Recommendations of the Board of Directors are made for the purpose of suggesting direction to the various Member Organizations and are not binding on the Member Organizations except in the following circumstances:

Section 1. Any act or omission by a Member Organization that causes the Corporation to incur liability.

Section 2. Each Member Organization shall elect its own chair. This decision is not reviewable by the Board of Directors. However, should the Board determine that the acts of the Chair (or the Organization the Chair is responsible for) cause the Corporation to incur liability, the Board shall notify the Chair that such acts must be corrected. If the acts are not corrected, the Board may act to remove the Chair and/or the Organization. The procedure for removal is outlined in Section 4 of this Article.

Section 3. Each Member Organization shall submit a candidate for the office of its treasurer to the Corporate Treasurer. The Corporate Treasurer will approve or disapprove the candidate. The Corporate Treasurer's decision can be appealed to the Board by the Member Organization and/or the treasurer candidate. At the appeal, the Corporate Treasurer must submit, in writing, the reasons for his/her decision. The Member Organization and/or treasurer candidate will attend this meeting and have a chance to address these reasons. A vote of three-fourths of the voting members present can overturn the Treasurer's decision. Appeals are limited to one per candidate.

Section 4. Removal of Organization Chair and/or Treasurer: The Corporate Board may act to remove an Organization Chair and/or Treasurer for malfeasance, misfeasance, and nonfeasance, or any act or omission which causes the Corporation to incur liability. Any person who believes there is a valid cause for removing these officers must inform the Board in writing. Written notice must be given to the affected officer and notice must be published in the Member Organization's newsletter or in whatever manner the Member Organization uses to communicate with its own Organization Committee. Removal of an officer shall be an agenda item at the next special or quarterly meeting after the required written notice has been given. A three-fourths majority vote of the voting members present is required to remove an Organization Chair or Treasurer.

Article 8: Approval of budgets of Member Organizations

Section 1. Not later than 30 days before the start of its fiscal year, each Member Organization shall submit to the Board a budget for the upcoming fiscal year. The budget shall detail the revenues the Member Organization expects to collect and the total expenses the Member Organization expects to incur.

Section 2. The Board may either approve the Member Organization's budget as submitted or return the budget to the Member Organization with recommended changes. The Board's objectives in reviewing the budget of a Member Organization shall be:

- a) to ensure that the projected revenues are realistic;
- b) to ensure that the expenses to be incurred do not exceed the resources that will be available to pay them;
and
- c) to help ensure that the Member Organization will be able to continue as a viable entity.

Section 3. The budget of each Member Organization must be approved by the Board no later than 60 days after the beginning of the Member Organization's fiscal year.

Section 4. Once the Board has approved the budget of a Member Organization, expenses incurred by the Member Organization in excess of those approved by the Board shall not be the responsibility of either SOLAE or the Member Organization, but shall be the responsibility of the person authorizing such excess expenses.

Section 5. The Board shall review the budget of each Member Organization at least quarterly during the Member Organization's fiscal year. Any Member Organization may ask the Board to review its budget to either increase or decrease authorized total expenses at any regular Board meeting or at a special meeting called for that purpose.

Section 6. Each Member Organization's governing person or body shall have the authority to:

- a) establish categories of expenses for that Member Organization and a maximum authorized amount for each such category;
- b) delegate authority to incur expenses within each such category up to that maximum amount to a member of that Member Organization's committee;
- c) refuse to pay expenses incurred within any such category that are in excess of the amount authorized by the governing person or body under a) above and hold the person who incurred the excess expenses liable to the Member Organization for such excess expenses;
- d) increase or decrease the amounts authorized for each category of expenses, so long as the net effect of such changes does not cause the Member Organization's total expense to exceed the total expenses authorized by the Board at that time.

Article 9: Withdrawal or removal of a Member Organization

Section 1. Withdrawal

The Member Organization shall notify the Board of Directors in writing that the Organization is withdrawing from the Corporation. The Chair, Treasurer, and the Trustee(s) of that Organization must sign the notice. Upon receipt of this notice, the Corporate Treasurer will conduct a closing audit of the books of that Organization. Ownership of any remaining funds or other assets, tangible or intangible, will be returned to the Organization within 60 days.

Section 2. Removal

- a) In the case of a Member Organization failing to abide by the bylaws of the Corporation, that Organization may be removed from the Corporation by a vote of the Board of Trustees.

- b) Written notice that the Organization is up for removal must be sent to that Organization's Trustees, Chair, and Treasurer, and published in a major Franklin County newspaper or periodical.
- c) Removal of a Member Organization is treated the same as any other agenda item. A three-fourths vote of all trustees, excluding trustees from the Organization under consideration, is required for removal.
- d) Upon removal of a Member Organization, the Corporate Treasurer will immediately conduct a closing audit of the books of that Organization. Any funds remaining of that Organization will be returned to the Organization within 60 days.

Article 10: Board of Directors

Section 1. All the capacity of the Corporation shall be vested in its Board of Directors. All the authority of the Corporation, except as otherwise provided by law or these By-laws, shall be exercised by its Board of Directors.

Section 2. Membership of the Board

- a) The membership of the Board of Directors shall be composed of the Trustees of the Member Organizations as provided in Article 6, Section 2, and such at-large members as the Board may appoint. No one person may represent more than one Member Organization at a time.
- b) The Board shall have at least five voting members. If there is only one Member Organization in SOLAE, the Board shall appoint two "at-large members."
- c) In the case of an even number of Trustees, the Board shall appoint one "at-large member" who shall be a voting member of the Board.
- d) Any "at-large member" shall be appointed only to a term that expires the day before the next annual meeting.
- e) The Chair of each Member Organization may be a non-voting member of the Board.

Section 3. Meetings of the Board

a) The Annual Meeting

- 1) The annual meeting, as required by law, shall be in the first quarter of the year in Franklin County. Attendance by all the Trustees shall be mandatory.
- 2) The first business of the annual meeting after it is called to order shall consist of: appointment of any required "at-large members," the election of Corporate Officers, and the annual corporate financial report.
- 3) The Chair of each Member Organization must notify the Corporate Secretary of the Member Organization's Trustees no later than January 15 so that all meeting notices may be properly sent.

b) Quarterly Meetings

- 1) The Board of Directors shall meet quarterly.
- 2) The annual meeting constitutes one of these quarterly meetings.
- 3) If two-thirds of the voting members of the Board determine that there is not sufficient business to warrant a quarterly meeting, the meeting may be cancelled.

c) Meeting Provisions

- 1) Meetings will be held within the confines of Franklin County and are open to the public.

- 2) A quorum of two-thirds of the Corporate Board must be present to be a valid meeting.
- 3) The Corporate Secretary shall send notice of the meetings to all Trustees.
- 4) All quarterly meetings shall be publicized by notice through any available Member Organization newsletters.

d) Special Meetings

If one-third of the Board of Directors determines that an additional meeting is necessary, more than one meeting per quarter may be held. The agenda of this meeting shall be limited to the specific purpose for which it is called.

e) Agenda of Meetings

- 1) Except for the provision for the annual meeting in Section 3 a) 2 of this Article, the order of business at all quarterly meetings shall be:
 - a. presiding officer calls the meeting to order;
 - b. minutes of previous quarterly meeting, and of any special meetings held since the previous quarterly meeting, shall be approved as submitted by the Secretary, or shall be corrected and approved as corrected;
 - c. Treasurer shall make a financial report;
 - d. all old or unfinished business shall be addressed;
 - e. any new business the Board members desire to consider shall be addressed;
 - f. adjournment.
- 2) Other parties may request permission to address the Board by written request to the Secretary. These items will be placed on the agenda as new business, subject to the Board's approval at the time of the meeting.
- 3) The Secretary shall compile the agenda for each regular meeting, including a list of all items of old business and all items of new business requested in paragraphs 2) above. Upon completion of the agenda, the Corporate Secretary will send copies of the final proposed agenda to all Board members along with the official notice of the meeting in a timely manner.

Section 4. Election of Officers The election of Corporate Officers shall take place at the annual meeting. Election shall be by a simple majority of voting members present. All officers must be voting members of the corporation.

Section 5. Vacancies on the Board of Directors

- a) If any Trustee provided by a Member Organization resigns or is removed from office, the remaining Trustees shall declare that position vacant. The Chair or governing body of the Member Organization whose Trustee resigned or was removed shall appoint a replacement Trustee to serve the unexpired portion of the term.
- b) If any at-large member appointed by the Board resigns or is removed from office, the remaining Trustees shall declare that position vacant and appoint a replacement at-large member to serve the unexpired portion of the term.
- c) If any Trustees provided by a Member Organization cease to be Trustees because the Member Organization withdraws from SOLAE, such positions shall not be declared vacant, but will simply be discontinued on the effective date of the Member Organization's withdrawal. If the

discontinuation of Trustee positions caused by a Member Organization's withdrawal leaves an even number of voting members (including an at-large member already appointed) on the Board, the Board shall appoint an "at-large" member.

Article 11: Officers

Section 1. Offices and terms

- a) The Corporate officers shall consist of a President, a Vice President, a Secretary, and a Treasurer.
- b) No Corporate Officer may hold any other office.
- c) All officers' terms begin immediately upon their election by the Board and end as soon as their replacements at the next annual meeting after their election, unless the officer resigns, is removed from office by the Board, or is no longer a voting member of the Board for any other reason.

Section 2. General Duties of All Officers

- a) Each officer shall perform all duties incident to that office and any other duties as may be assigned to that officer by the Board of Directors.
- b) All officers shall be bound by any vote of the Board of Directors.
- c) Any Corporate Officer may be removed from office for malfeasance, misfeasance, nonfeasance, or any other act or omission that causes the Corporation to incur liability. The procedure for removal of a Corporate Officer shall be the same as that for removal of a Member Organization Chair or Treasurer as provided in Article 7 Section 4.

Section 3. Duties of the President

The President shall:

- a) preside over the meetings of SOLAE.
- b) recognize speakers not on the agenda at his/her discretion.
- c) have the authority to negotiate and sign contracts made on behalf of the Corporation.
- d) appoint necessary sub-committees, one or more assistants to the secretary and/or treasurer, and other such officers and agents of the Corporation as may be deemed necessary with the concurrence of the Corporation.
- e) act as the spokesperson for the Corporation, or shall appoint another to act in this capacity.
- f) appoint a Sergeant-At-Arms as necessary.
- g) in the absence of the person responsible for signing contracts for a Member Organization, the corporate President may sign contracts for that Member Organization.
- h) appoint a Statutory Agent for the Corporation as required under Ohio law.

Section 4. Duties of the Vice President The Vice President shall fulfill the duties of the President in the event of the absence or incapacity of the President.

Section 5. Duties of the Treasurer

The Treasurer shall:

- a) be responsible for the filing of all federal, state, and local tax forms, and shall sign all such forms. In the event that the Corporate Treasurer is not qualified or does not feel qualified to complete the IRS returns, the Corporation may seek the advice of a qualified outsider.
- b) oversee the financial records of the Member Organizations to assure that they are in accord with Generally Accepted Accounting Principles (GAAP).
- c) approve/disapprove Member Organization Treasurer appointees.
- d) be responsible for the timely payment of all corporate obligations.
- e) collect all fees assessed the Member Organizations.
- f) provide yearly financial statements to the corporation.
- g) maintain an inventory of all corporate assets.
- h) be able to provide a current financial report to any meeting of the corporation.
- i) upon withdrawal of a Member Organization, conduct an immediate closing audit of that Organization's financial records and return any remaining funds to that Organization within 60 days.
- j) be a signatory on all corporate and member Organization bank accounts.
- k) perform the duties of treasurer for a Member Organization in the absence of an Organization Treasurer until a replacement has been named.
- l) develop, in consultation with the President, a budget for each fiscal year as provided in Article 12.

Section 6. Duties of the Secretary

The Secretary shall:

- a) Record minutes of all proceedings of all corporate meetings.
- b) Maintain proper records, including all records necessary to establish non-profit educational status with the IRS.
- c) Compile the agenda, and publish and distribute said agenda to all Trustees in a timely manner.
- d) Notify, in writing, all Trustees of all meetings in a timely manner.
- e) Record the count of all votes taken by the Corporation.
- f) Receive the appointments of Member Organization Trustees to the Corporation from the Member Organization Chairs.
- g) Keep record of all proxy votes – who carries the proxy and on what issues.

Section 7. Proxy votes

Proxy votes:

- a) Must be in writing to the person who is exercising the proxy vote and to the Secretary or, in the event the Secretary is not available, to the Secretary's designate.
- b) Are not acceptable at the annual meeting.
- c) Must include the date of the meeting for which the proxy is to be used.
- d) Are allowed only for the specified published agenda items listed in the proxy.
- e) Are limited to one quarterly meeting per year and two special meetings per year.
- f) Any Board member voting by proxy is considered to be present at that meeting for the purpose of determining the number of votes needed to pass the motion on which the proxy vote will be cast.

Section 8. Officer Vacancies

- a) The President shall immediately declare a corporate officer position vacant:

- 1) if the person who holds that corporate office resigns that office but remains a member of the Board; or
 - 2) if the officer is removed from corporate office by the Board as provided for in Article 11 Section 2 c); or
 - 3) if the officer is no longer a Trustee due to the withdrawal of removal of the Member Organization that elected him; or
 - 4) if the officer is an at-large member of the Board and resigns his at-large membership; or
 - 5) if the officer is a Trustee and resigns his position as Trustee.
- b) Upon declaring the corporate officer position vacant, the President shall schedule a special meeting at the earliest date a quorum can be secured.
 - c) At that special meeting, the Board shall, after first filling any vacancies on the Board in accordance with Article 10 Section 2 and Article 10 Section 5. elect a member of the Board to fill the vacant Officer position for the unexpired portion of its term.

Article 12. Budget approval and spending authority

Section 1. The Treasurer, in consultation with the President, shall develop a budget for each fiscal year and provide that budget to all current Trustees no later than one week before the final quarterly meeting of each fiscal year.

Section 2. The budget shall indicate expected revenues. The budget shall also establish categories of expenses, and a maximum amount for each such category.

Section 3. The Board may approve the budget as presented by the Treasurer, or make such changes as it deems necessary and approve the modified budget. Approval of the budget by the Board establishes the maximum spending authority for each category of expense.

Section 4. No Board member or other person may incur any expense on behalf of SOLAE that would cause the total expense for a budget expense category to be exceeded. Any such expense in excess of the authorized amount for that budget category shall be the responsibility of the person who caused it to be incurred.

Section 5. The Board may modify any budget category's maximum authorized amount at any regular or special meeting. However, the maximum authorized expense for a category may not be reduced below the amount already spent or incurred if the total amount already spent or incurred was below the previously authorized maximum for that category.

Article 13: Amendments of the By-Laws

Section 1. Amendments of the Bylaws may be proposed as an agenda item of new business. Consideration of said agenda item at a meeting shall constitute first reading of the proposed change. Approval of this reading will require a majority vote of the voting members present.

Section 2. The secretary shall prepare the written notice of the proposed change, which shall be included with the notice of the next meeting. The second reading of the proposed change shall take place at that next meeting.

Section 3. Amendments to the proposed change may be proposed immediately following the second reading. Approval of any amendments to a proposed change shall require a two-thirds majority of the voting members present. Approval of an amendment to a proposed change to the By-Laws that has had its second reading will be treated as a first reading of the amended proposed change and a disapproval of the unamended proposed change.

Section 4. After its second reading, if it is not amended, the proposed change will require a three-fourths majority vote of all voting members for it to be approved.

Article 14: Dissolution Clause

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the 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 the charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) 3 of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.