

**CODE OF REGULATIONS**  
**OF**  
**DOWNTOWN NEWARK SPECIAL IMPROVEMENT DISTRICT, INC.**

**ARTICLE I**

The principal office of Downtown Newark Special Improvement District, Inc., (the "Corporation") shall be at such place as may be determined and designated from time to time by the Board of Trustees of the Corporation.

**ARTICLE II**  
**MEETING OF THE MEMBERS**

Section 1. Annual Meeting. The annual meeting of Members ("Members") of the District (as defined in the Corporation's Articles of Incorporation) for the purpose of electing Trustees of the Corporation ("Trustees") and for the transaction of such other business as may properly come before the meeting shall be held at such place, date (in November) and hour as shall be determined by the Board of Trustees.

Section 2. Special Meetings. Special meetings of the Members may be called by the Chairman of the Board of Trustees by action at a meeting, or by any two Trustees acting without a meeting, and shall be called by the Secretary upon written request of Members entitled to exercise twenty-five percent or more of the voting power of the Members. No businesses other than that specified in the notice shall be considered at any special meeting except with the unanimous consent of all Members entitled to receive notice of such meeting.

Section 3. Notice of Meeting. A written or printed notice of each annual or special meeting stating the time and place and the purpose or purposes thereof shall be mailed postage prepaid to each Member not more than twenty-five days nor less than seven days before any annual or special meeting. Notices shall be mailed to the tax mailing address used by the Licking County Auditor unless the Member has requested in writing that notices be served at another address. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 4. Quorum. At any meeting preceded by proper notice, the Members present in person or represented by proxy or designee shall constitute a quorum for all purposes, except when a specific proportion or number is required by law. At any meeting at which a quorum is present, all questions and business which shall come before the meeting shall be determined by the vote of all Members entitling them to exercise a majority of the voting power of those Members present in person or by proxy or designee at the meeting, except when a different proportion is required by law.

Section 5. Proxies and Designees. A Member may file a signed written statement with the Secretary of the Corporation appointing a proxy at least three (3) days prior to any meeting at which a vote is to be taken. A Member may also select a designee to carry out the Member's rights and responsibilities by filing a signed written designation form with the Secretary of the Corporation, indicating the name and address of the Member, the name and address of the designee, and the expiration date, if any, of the designation, and may authorize the designee to vote on the Member's behalf at any meeting of the Members. Any person so appointed as a proxy or designee need not be a Member. A proxy or designee may be designated by and vote for no more than one Member.

Section 6. Voting.

A. There shall be one (1) class of Member: Property owners having frontage within the Corporation shall be deemed Class A members.

B. At any meeting of Members, each Class A Member (with regard to their real property in the District which is not exempted per ORC Chapter 1710) shall, except as otherwise provided by law or by these regulations be entitled to the number of votes as calculated below to be cast in person or by proxy or designee:

There shall be a total number of possible votes by Class A Members for each meeting (increased as necessary only to reflect the "rounding up" of votes to be cast by each Member as described below) equal to the total number of front feet of footage within the District, which is subject to assessment. All front footage calculations shall be determined from the Licking County Auditor's records by the Corporation within twenty (20) days of the meeting. Members may review these calculations at or prior to the meeting to determine the number of votes they will be entitled to cast at the meeting.

The total number of votes each Class A Member shall be entitled to cast shall be the sum of votes as calculated below:

The total front footage of real property owned by each such Member that abuts upon any street, alley, public road, place, boulevard, parkway, park entrance, easement or other existing public improvement within the District which is subject to assessment (rounded up to the next whole integer (shall be the Per Vote Front Footage).

### **ARTICLE III TRUSTEES**

Section 1. Number of Trustees. The number of Trustees of the Corporation shall initially be seven (7). The number of Trustees may be fixed or changed by resolution at any annual meeting of Members, or any special meeting of Members called for that purpose, adopted by the vote of the Members entitled to exercise a majority of the voting power of the Members present in person or by proxy or designee, but the number shall at no time

be less than five (5), and no reduction shall have the effect of removing any Trustee prior to the expiration of his term of office. The Trustees shall be classified with respect to their terms of office by dividing them into three cycles, each consisting as nearly as possible of one-third of the whole number of Trustees.

#### Section 2. Election of Trustees.

A. Trustees shall be elected at the annual meeting of Members. Such elections shall be by ballot whenever requested by any Member entitled to vote at such election, but unless such a request is made, the election may be conducted in any manner approved at such meeting.

B. As described in the Corporation's Articles of Incorporation, one Trustee (the "Administrative Trustee") shall be the Mayor of the City of Newark, or alternatively qualified municipal employee appointed by the Mayor who shall serve at the pleasure of the Mayor, and one Trustee ("Council Trustee") shall be appointed by the Council of the City of Newark. The remainder of the Trustees ("Elected Trustees") shall be Members or executive representatives of Members ("Elected Trustees"). Of the remaining Trustees, the others shall be elected by the Class A Members. At each meeting of the Members for the election of Trustees, the persons receiving the greatest number of votes of Members voting for such position shall be elected.

Section 3. Term of Office. Each Elected Trustee shall hold office for a term of three (3) years (except that, in order to provide for rotation of Trustees, initially or whenever necessary, a Trustee may be elected for a shorter term) and until his successor is elected and qualified, or until his earlier resignation, removal from office, or death. The Appointed Trustee shall serve a continuous term.

Section 4. Vacancies. The remaining Trustees, though less than a majority of the whole authorized number of Trustees, any, by the vote of a majority of their number fill any vacancy in the Board of Trustees until an election to fill such vacancies is had. Members entitled to elect Trustees shall have the right to fill such vacancies in the Board of Trustees (whether or not the same has been temporarily filled by the remaining Trustees) at any meeting of the Members called for that purpose, and any Trustee elected at any such meeting of the Members shall serve until the expiration of the original term or until his successor is elected and qualified.

### **ARTICLE IV**

#### **POWERS. MEETINGS AND COMMITTEES OF THE BOARD OR TRUSTEES**

Section 1. Powers of the Board. Except as otherwise provided in the Chapters 1710 and 1702 of the Ohio Revised Code, or in the Articles of Incorporation, in respect of action required to be taken, authorized, or approved by the Members, all the capacity of the Corporation shall be vested in and all its authority shall be exercised by the Board of Trustees.

Section 2. Meetings of the Board. A regular meeting of the Board of Trustees shall be held immediately following the adjournment of each annual meeting of Members and notice of such meeting need not be given. Special meetings of the Board of Trustees may also be held at any time upon call of the Chairman or any two Trustees. Meetings of the Board of Trustees shall be held at the principal office of the Corporation, unless the Board of Trustees determines that a meeting shall be held at some other place within the City of Newark, Ohio, and causes the notice thereof to so state. Written notice of the time, date, place, and agenda for each meeting of the Board of Trustees shall be given to each Trustee at his last known address by certified mail, personal service, or electronic device prior to the date of said meeting (at least one week prior to the meeting, if possible).

Section 3. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business, provided that whenever less than a quorum is present at any time or place appointed for a meeting of the Board, a majority of those present may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum shall be present. The act of a majority of Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 4. Action by Communications Equipment. Trustees may participate in a meeting of the Board by means of conference telephone or other communications equipment if all persons participating can hear each other and participation in a meeting pursuant to this Section shall constitute presence at such meeting.

Section 5. Bylaws of the Board. The Board of Trustees may adopt bylaws for the government of its action consistent with the Article of Incorporation and these Regulations.

Section 6. Committees. The Board of Trustees, by resolution adopted by a majority of the whole Board, may appoint three or more Trustees to constitute one or more committees of Trustees. The Board of Trustees may delegate to any such committee any of the authority of the Board of Trustees, however conferred, other than that of filling vacancies among the Trustees or in any committee of the Trustees. Each such committee shall serve at the pleasure of the Board of Trustees and shall be subject to the control and direction of the Board of Trustees. An act or authorization of an act by any such committee within the authority delegated to it by the resolution establishing it shall be as effective for all purposes as the act or authorization of the Board of Trustees. The Board of Trustees may likewise appoint other members of any committee who are not Trustees who shall act in an advisory capacity but who shall have no vote upon any matter of business before the committee.

## **ARTICLE V OFFICERS**

Section 1. General Provisions. The Board of Trustees shall elect a Chairman, a Vice-Chairman, a Secretary, and Treasurer (the "Officers"). The Chairman and Vice Chairman

shall be, but the other Officers need not be, chosen from among the Trustees. Any two or more offices, other than that of Chairman and Treasurer, may be held by the same person.

Section 2. Term of Office. The Officers of the Corporation shall hold office at the pleasure of the Board or Trustees, and unless sooner removed by the Board of Trustees, until the next annual meeting of the Board of Trustees following the date of their election and until their successors are chosen and qualified. The Board of Trustees may remove any Officer at any time with or without cause, by a majority vote. A vacancy in office, however created, shall be filled by the Board of Trustees.

## **ARTICLE VI DUTIES OF OFFICERS**

Section 1. Chairman. The Chairman shall have such duties as may from time to time be required of him by the Board of Trustees, which duties so required may include, without limitation thereto, general supervision, administration and direction of all the Corporation's affairs subject to the direction of the Board of Trustees. He shall preside at all meetings of Members and Trustees. He shall sign all contracts, notes, deeds, mortgages, bonds, and other obligations, or other papers requiring his signature.

Section 2. Vice-Chairman. The Vice-Chairman shall perform all duties of the Chairman, in case of his absence or disability, together with such other duties as the Board of Trustees may from time to time prescribe. The authority of the Vice-Chairman to execute contracts, deeds, notes, mortgages, bonds, other obligation and other papers in the name of the Corporation shall be coordinated with like authority of the Chairman.

Section 3. Secretary. The Secretary shall keep minutes of all proceedings of the Members and Board of Trustees, and shall make proper record of the same, which shall be attested by him, sign all contracts, deeds, notes, mortgages, bonds, other obligations and other papers executed by the Corporation requiring his signature; give notice of meetings of Members and Trustees; keep such books as may be required by the Board of Trustees and perform such other and further duties as may from time to time be required of him by the Board of Trustees.

Section 4. Treasurer. The Treasurer shall have general supervision of all finances. He shall receive and have in charge all money, bills, notes, deeds, leases, mortgages, insurance policies, and similar property belonging to the Corporation, and shall do with the same as may from time to time be required by the Board of Trustees. He shall cause to be kept adequate and correct accounts of the business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and stated capital, together with such other accounts as may be required, and, on the expiration of his term of office shall turn over to his successor or to the Board of Trustees all property, books, papers, and money of the Corporation in his hands. He shall also perform such other duties as may be assigned to him by the Board of Trustees.

**ARTICLE VII**  
**LIMITATION OF LIABILITY AND INDEMNIFICATION OF TRUSTEES,  
OFFICERS, EMPLOYEES, AND AGENTS**

Section 1. Limitation of Liability. No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by that person as a Trustee, Officer, employee, or agent of the Corporation, if such person (a) in good faith exercised or used in the same degree of care and skill as prudent persons would have exercised or used under the circumstances in the conduct of their own affairs, or (b) in good faith took, or omitted to take, such action in reliance upon advice of counsel for the Corporation or upon the books and records of the Corporation, upon reports made to the Corporation by an Officer or employee or by any other person selected for the purpose with reasonable care by the Corporation, or upon financial statements or written reports prepared by an Officer, or employee of the Corporation in charge of its accounts or certified by a public accountant or firm of public accountants, or (c) in good faith considered the assets to be of their book value or followed what the person believed to be sound accounting and business practices.

Section 2. Indemnification. The Corporation will indemnify each Trustee, Officer, employee, and agent of the Corporation to the maximum extent permitted under Section 1702.12(E) of the Ohio Revised Code, including amendments thereto, or any comparable provisions of any future Ohio statute.

**ARTICLE VIII**  
**AMENDMENTS**

This Code of Regulations may be amended or repealed only by the affirmative vote of the majority of the total number of Trustees on the Board of Trustees, at a meeting of the Trustees called for that purpose.