

**CODE OF REGULATIONS
OF
THE CLEVELAND STATE UNIVERSITY
RESEARCH CORPORATION**

**Article I
Name and Purpose**

Section 1.1 Name

The name of this Research Corporation shall be The Cleveland State University Research Corporation, hereinafter referred to as the Research Corporati

Section 1.2. Purpose and Powers

- (A) The Research Corporation is organized and shall at all times be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- (B) The purpose of the Research Corporation shall be as set forth in its Articles of Incorporation, as amended.
- (C) The Corporation shall have such powers as are now, or may be hereafter granted by the non-profit corporation law of the State of Ohio, by its Articles of Incorporation and by this Code of Regulations.

**Article II
Members and Board of Directors**

Section 2.1. Members

The Research Corporat

transmission, email, or in any other way the Directors shall decide. In such an event, the Secretary of the Board shall prepare and maintain a written record, setting forth the date(s) and the action so taken, and stating the names and the manner of voting of the Members of the Board of Directors or of a Committee, as the case may be, and shall file the same with the minutes of the proceedings of the Board or Committee.

Section 2.7 Roberts Rules of Order.

The provisions contained in Robert s Rules of Order Newly Revised shall be used at all meetings of Directors. In case of any inconsistency between Robert s Rules and these Regulations, or any other rules of the Research Corporation, the Research Corporati own rules shall govern.

Article III
Officers and Committees

Section 3.1 Officers and Duties

(A) The officers of this Corporation shall 12 0 612 792 reW*nBT/F2 12 Tf1 0 0 1 259.01 568.42 Tm0 g0 G{51 C

Executive Committee

At an annual vote of the Board of Directors, the Officers of the Board may serve as an Executive Committee. Except as otherwise provided herein, such Committee shall, during intervals between the meetings of the Board of Directors, possess and may exercise all the powers of the Board of Directors in the management of the affairs of the Corporation, other than that of filling vacancies in the Board of Directors. A majority of the members of the Executive Committee present at any meeting shall constitute a quorum. The Executive Committee shall keep full records and accounts of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in the Executive Committee shall be filled by the Board of Directors, and the Directors may appoint one or more Directors as alternate members of the Executive Committee who may take the place of any absent member or members at any meeting.

Section 3.4 Standing and Other Committees

- ec
- (A) The following Standing Committees shall be established: Audit, Finance and Investment; and Nominating. Each Standing Committee shall have a minimum of three (3) members, one of which must be a member of the Board of Directors. All Standing Committees must be chaired by a member of the Board of Directors. Each Standing Committee shall have such powers and per

ARTICLE V

Code of

Article VII
Miscellaneous

Section 7.1 Corporate Seal

The Board of Directors may provide a seal of the Research Corporation, which shall be in charge of the Secretary or such other officer as the Board of Directors may from time to time direct, and shall be affixed to such documents as may require the corporate seal.

Section 7.2 Amendments

These Regulations may be amended or altered at any meeting of the Board by the affirmative vote of the majority of all Board Members provided that notice of the proposed amendment has been given to each member of the Board at least thirty (30) daW*nBT/F2 12 Tf1 0 0 1 418.54 536.11 T