

TAKEN FROM NOCGP BYLAWS (April 2018)

ARTICLE VI - DUTIES OF OFFICERS

Section 6.1 - President. The President shall be the chief executive and chief operating officer of the Corporation and have general supervision and direction of the affairs of the Corporation, shall serve as chairperson of the Board of Trustees, shall be an ex officio member of all Standing Committees, shall, as set forth in Section 7.4 represent the Corporation at official public functions, and shall perform such other duties as may be required by the Board of Trustees.

Section 6.2 - Vice President. The Vice President shall have the powers of the President during the absence or incapacity of the President or when there is a vacancy in the office of President, shall assist the President in the management and affairs of the Corporation, and shall perform such other duties as may be required by the President or the Board of Trustees.

Section 6.3 - Secretary. The Secretary shall keep or cause to be kept records of the proceedings of all meetings of the Board of Trustees or the Executive Committee. The Secretary shall perform all the usual duties of the office and such other duties as as may be required by the President or the Board of Trustees.

Section 6.4 - Treasurer. The Treasurer shall submit to the Board of Trustees at each annual meeting a report of all financial transactions for the previous year and a statement of the financial condition of the Corporation, and shall also submit at other meetings of the Board or the Executive Committee such other reports as the President or Board may require. The Treasurer shall perform all the usual duties of the office and such other duties as the Board or President may require.

ARTICLE VII - COMMITTEES

Section 7.1 - Membership and Organization of Executive Committee.

(a) The Board of Trustees shall appoint from the Trustees an Executive Committee which shall consist of not less than five Trustees and which shall include in any event the President, Vice President, Secretary and Treasurer (the "Officers"), the Past President who last served as President, and each Chairperson of each Standing Committee. Each member of the Executive Committee other than the Officers shall hold office at the pleasure of the Board of Trustees and may be removed at any time, with or without cause, by the Board. The Board may elect one or more Trustees as alternate members of the

Executive Committee, who may take the place of any absent member or members at any meeting of the Executive Committee.

(b) Vacancies occurring in the Executive Committee may be filled by the Board.

(c) The President shall be the Chairperson of the Executive Committee and shall preside at all of its meetings. The President may appoint a Secretary (who need not be a member of the Committee) who shall keep its records and who shall hold office at the pleasure of the President.

Section 7.2 - Meetings of Executive Committee.

(a) Stated meetings of the Executive Committee may be held without notice of the time, place, or objects thereof and shall be held at such times and places within or without the State of Ohio as the Executive Committee may from time to time determine.

(b) Special meetings may be held at any place within or without the State of Ohio and, until otherwise ordered by the Executive Committee, shall be held at any time and place at the call of the President or any two members thereof, upon such notice as the Executive Committee may from time to time determine.

(c) Meetings of the Executive Committee may be held by telephonic conference or through any communications equipment if all persons participating can hear each other. Participation in a meeting by means of communications equipment or teleconference constitutes presence at the meeting.

(d) A majority of the members of the Executive Committee who have voting rights shall be necessary for the transaction of any business and, at any meeting, the Executive Committee may exercise any or all of its powers and conduct any business which shall come before it; provided, however, the affirmative vote of a majority of all of the members of the Executive Committee present who have voting rights shall be necessary to authorize any action before the Executive Committee.

(e) The Executive Committee may act without a meeting in the same manner provided in Section 4.3(b) and such action shall be considered duly authorized if all the members of the Executive Committee who have voting rights have signed a writing or writings to that effect.