

DOWNTOWN WADSWORTH MERCHANTS' GUILD, LLC.

CODE OF REGULATIONS

January, 2024

ARTICLE I: NAME AND PURPOSE

The name of this organization shall be the Downtown Wadsworth Merchants' Guild, LLC, hereafter referred to as the Guild. The Guild is and shall maintain itself as a private, non-profit, and tax-exempt organization.

The purpose of the Guild is to foster and empower the vibrant community of Downtown Wadsworth by passionately promoting and supporting local merchants and restaurants. Through collaborative initiatives, engaging events, we strive to showcase the unique charm and diverse offerings of our downtown businesses. Through collective efforts and mutual support, we strive to build a thriving local economy that contributes to the prosperity and vitality of Downtown Wadsworth.

ARTICLE II: MEMBERSHIP

SECTION 1. Members of the Guild are to be made up of brick-and-mortar retail and restaurant business owners and managers within the Downtown Wadsworth district. The district is to be defined by the parameters with the northern boundary of Boyer Street, the southern boundary of Mill Street, eastern boundary of Lyman Street and western boundary of Pardee Street.

SECTION 2. The Guild will have voting members. Voting members are determined by physical business location with one vote per location.

SECTION 3. The Guild's Executive Board will consist of the following positions: President, Vice-President, Secretary, and Treasurer. All officers shall consist of members of the Guild in good standing.

SECTION 4. Non-voting members are to reside in the Guild as an advisory board. This board would convene on a case-by-case basis, as determined by the Guild.

ARTICLE III: MEETINGS

SECTION 1. An Annual Meeting for the Guild shall be held during the first quarter of the fiscal year. Notice of such meeting shall be provided personally, electronically or postal mail at least ten (10) days prior to the date of the meeting.

SECTION 2. Regular meetings of the Guild shall be held quarterly, at a minimum. Interim meetings shall be scheduled at the discretion of the Guild's members. Notice of such meetings shall be provided personally, electronically or by postal mail to each Member at least three (3) days prior to the date of such meeting.

SECTION 3. Special meetings of the Guild may be called at the discretion of the Leadership Committee with notification provided as above at least five (5) days prior.

SECTION 4: A meeting of the Guild or any committee may be held by means of a remote electronic communications system, including videoconferencing technology or the internet, provided that such system provides access to the meeting by which each person participating can communicate concurrently with each other participant.

SECTION 5. A quorum shall consist of thirty-three percent of current voting Members.

SECTION 6: Any action required or permitted by law to be taken at any meeting of the Guild or any committee thereof may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken is signed by a majority of all the Members or a majority of all of the members of such committee, as the case may be, unless the act of a greater number is required by statute, or by this Code of Regulations, in which case the signatures of such greater number shall be requisite to constitute the act of the Guild or the committee. Such written consent shall be filed in the minutes or proceedings of the Guild or committee, as appropriate, and a copy of same shall be sent to each Member or committee, as the case may be, who did not sign such consent.

SECTION 7: Members are expected to maintain consistent attendance at meetings. If a Member misses more than three consecutive meetings, whether in person or remotely, without valid reason as determined by the Guild, they may be subject to removal or dismissal from the organization by a majority plus one vote of the remaining Members.

ARTICLE IV: LEADERSHIP COMMITTEE

SECTION 1. The property, affairs, activities and concerns of the organization shall be vested in the Leadership Committee. Annual membership dues shall be collected January of each year. Annual dues shall be determined by a simple majority vote of the Members. The number of Members in the Guild shall consist of the number of active retail brick and mortar businesses within the defined boundaries of Article II, Section 1.

SECTION 2. The Leadership Committee shall be elected annually at the first meeting of the year. The Leadership Committee must consist of Members in good standing, will act as a balanced counterpart to the Executive Board and assist in the routine tasks of maintaining the Guild. The Leadership Committee shall consist of a Committee Chair and a total of at least three Members at all times, tasked with conducting meetings to review current affairs for the Guild.

SECTION 3. In the event of any subsequent vacancy on the Leadership Committee, said vacancy shall be filled without undue delay by a majority vote of the remaining members of the Guild.

SECTION 4. The Leadership Committee may devise and carry into execution any measure it deems proper and expedient to promote the objectives of the organization and to best protect the interest and welfare of the Donors.

SECTION 5. A Member of the Leadership Committee may be removed or suspended at any time without notice and without cause by a majority plus one vote of the remaining Leadership Committee Members and final recommendation from the Executive Board.

SECTION 6. A Member may resign at any time by delivering a written resignation to the President of the Guild, or the Vice-President of the Guild. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

SECTION 7. All new members of the Leadership Committee shall participate in an orientation program familiarizing them with the goals and objectives of the Guild and with their responsibilities.

SECTION 8: Members as such will not receive any compensation for their services as Members, but may be reimbursed for their expenses, if any, provided that nothing herein contained will preclude a Member from serving the Guild in any other capacity and receiving reasonable compensation for personal services actually rendered. The Guild shall not loan money or property to, or guarantee the obligation of, any Member.

ARTICLE V: Executive Board

SECTION 1. The officers of this organization shall be a President, a Vice-President, a Secretary, and a Treasurer.

SECTION 2. The Leadership Committee shall recommend all officers for election by the Guild Members for a term of three years with a limit of two three-year terms. Said election shall take place at the first Guild meeting following the Annual Meeting. To be eligible for election, all candidates for offices must have served for at least one year in the Guild. If no Member in good standing is to be nominated, current Executive Board officers shall continue to serve as needed.

SECTION 3. Duties of officers:

- a. President. The President shall preside at all meetings and perform such other executive duties usually incident to such office; create committees and appoint members thereto; carry out the purpose of the organization subject to the approval of the Guild, and perform such other duties as may from time to time be required of him/her by the Guild.

b. Vice-President. The Vice-President shall perform the duties of the President in case of the President's absence. When so acting, the Vice President shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by this Code of Regulations, or as may be prescribed by the Guild of Members or President.

c. Secretary. The Secretary shall record minutes and keep an accurate record of all actions of the organization; shall give all notices required by law, and shall issue all notices provided for in the Code of Regulations. The Secretary shall attest to all notifications of the Guild and perform such duties usually incident to such office as may be required by the Guild.

d. Treasurer. The Treasurer shall receive, cause to be deposited, and keep all funds of the Guild and pay the same out in accordance with the Code of Regulations and the orders of the Guild.

a. The Treasurer shall submit the annual budget to the Guild for approval, supervise the receiving of monies due to the organization; keep accurate records of the finances of the organizations; and disburse monies under the direction of the Guild.

b. The Treasurer shall submit to the Guild at a minimum of each quarter of the fiscal year, a written and complete financial report of all expenditures, receipts, and any other financial transactions.

c. Within six weeks after the close of each fiscal year, the Treasurer shall prepare:

- i. A balance sheet showing in reasonable detail the financial condition of the Guild at the close of the fiscal year.
- ii. A statement of the source and application of funds showing the results of the operation of the Guild during the closing fiscal year.
- iii. This report shall be presented to the membership for review at the Annual meeting.

d. The Treasurer will perform such other and further duties as the Guild may from time to time direct and such duties usually incident to such office.

e. The past President shall serve as an ex-officio member of the Guild for one year.

SECTION 4: The President may appoint, with the approval of the Members, such assistant secretaries and assistant treasurers as that person may deem advisable or necessary.

ARTICLE VI: COMMITTEES

SECTION 1. The Standing Committees of the organization shall include: Leadership Committee,

Development Committee, Planning and Promotion Committee. The Leadership Committee will possess and may exercise any and all powers of the Guild in the management and affairs of the Guild provided that all actions of the Leadership Committee will be subject to ratification by the Guild and will not conflict with the express policies of the Guild. All Committees will keep regular minutes of the transactions at their meetings and cause them to be kept with the Guild's records and reported to the Guild when required.

SECTION 2. The Executive Board, with the approval of the Guild, shall appoint such additional ad hoc committees as may be needed to carry on the work of the Guild.

ARTICLE VII: GENERAL PROVISIONS

SECTION 1. The Guild shall purchase and maintain insurance on behalf of any person who is or was serving at the request of the Guild as a Member, officer, employee or designated agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Guild would have the power to indemnify him/her against such liability under the provisions of this Article or of applicable statutes.

SECTION 2. The fiscal year shall begin on January 1 and shall end on December 31 of each year.

SECTION 3. The Executive Board of the Guild will have the power and authority to execute on behalf of and bind the Guild with respect to contracts in the ordinary course of the Guild's business and activities. The Leadership Committee may authorize any Guild Member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild, and such authority may be general or confined to specific instances.

SECTION 4. No loans may be contracted on behalf of the Guild and no evidence of indebtedness may be issued in its name unless authorized by the Executive Board. Such authority may be general or confined to specific instances.

ARTICLE VIII: CONFLICTS OF INTEREST

SECTION 1. The Conflict of Interest Policy is attached at the end of this Code as Addendum I.

ARTICLE IX: INDEMNIFICATION OF GUILD OF DIRECTORS AND OFFICERS

SECTION 1. The Guild shall indemnify any member of the Executive Board, Member of the Leadership Committee, or any former Member of the Guild, and/or its or their respective heirs,

executors and administrator against reasonable expenses, including attorneys' fees, judgments, decrees, fines, penalties or amount paid in settlement, actually and necessarily incurred by his/her/it in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he/she/it is or may be made a party by reason of being or having been such Member or Officer of the Guild provided it is determined in the manner defined:

- a. Such Member or Officer was not and is not adjudicated to have been grossly negligent or guilty of misconduct in the performance of his/her or its duty to the organization.
- b. Such Member or Officer acted in good faith in what he/she or it reasonably believed to be in, or not opposed to, the best interest of the organization.
- c. In any criminal action, suit or proceeding, such Member or Officer had no reasonable cause to believe that he/she or its conduct was unlawful.
- d. In case of a settlement, the amount paid in the settlement was reasonable.

ARTICLE X: DISSOLUTION

SECTION 1. The Guild may be dissolved at any time by an Executive Board proposal, to be voted on by a majority vote of the Leadership Committee and a majority plus one of the Guild. In the event of dissolution of the Guild, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Guild, nor any proceeds thereof, nor any assets of the Guild shall be distributed to any Member of the organization. Upon termination or dissolution of the Guild, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

SECTION 2. The organization to receive the assets of The Guild hereunder shall be selected by the discretion of a majority of the Leadership Committee and if the Members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against The Guild by one (1) or more of its Executive Board which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Ohio.

SECTION 3. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Ohio to be added to the general fund.

ARTICLE XI: AMENDMENT OF CODE OF REGULATIONS

SECTION 1. This Code of Regulations may be altered, amended, or repealed by the affirmative vote of a majority of the Members present at any meeting called and held for that purpose at which a quorum is present.

THIS CODE OF REGULATIONS APPROVED AND ADOPTED BY THE MEMBERS OF THE GUILD

ON THIS ____ DAY OF _____, 202__.

Doyle Mullins, President, Secretary, Downtown Wadsworth Merchants' Guild, LLC.

Attested to by Abigail Sweigert, Vice-President, Treasurer, Downtown Wadsworth Merchants' Guild, LLC.

Downtown Wadsworth Merchants' Guild

Conflict of Interest Policy

Revised January 2024

Article I: Purpose

This Conflict of Interest Policy aims to protect Downtown Wadsworth Merchants' Guild's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member of Downtown Wadsworth Merchants' Guild (DWMG) or another interest of another organization or institution. This policy is intended to supplement but not replace any state laws governing conflicts of interest applicable to nonprofit organizations.

Article II: Definitions

Section 1. Interested Person: Any one specific Member of the Guild, staff, and volunteers who have significant independent decision-making authority regarding the resources and programs of the organization.

Section 2. Financial Interest: A person has a financial interest if the person directly or indirectly has:

- An ownership or investment in any entity with which DWMG has a transaction or arrangement, or
- A compensation arrangement with DWMG or with any entity or individual with which DWMG has a business relationship or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which DWMG is negotiating a transaction or arrangement.

Section 3. Gifts: Gifts such as merchandise or products, as well as personal services or favors, may not be accepted unless they have a value of less than \$25. Gifts of any amount may never be solicited. A gift of cash may never be accepted.

Article III: Procedure

Section 1. Duty to Disclose: In connection with any actual or possible conflicts of interest, an interested person or DWMG employee must disclose the existence of his or her financial interest and all material facts to the DWMG Leadership Committee.

Section 2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts and discussion with the interested person, he or she shall leave the Leadership Committee meeting while determining a conflict of interest is discussed and

voted upon. The DWMG Leadership Committee and Executive Board shall decide if a conflict of interest exists with a majority plus one vote.

Section 3. Procedures for Addressing the Conflict of Interest

- An interested person may make a presentation at the DWMG Leadership Committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of and the vote on the transaction or arrangement that results in the conflict of interest.
- The President of the Executive Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the Executive Board shall determine whether DWMG can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Executive Board and DWMG Leadership Committee shall determine by a majority vote plus one of the disinterested directors whether the transaction or arrangement is in DWMG's best interest and for its own benefit and whether the transaction is fair and reasonable to DWMG and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

Section 4. Violations of the Conflict of Interest Policy: If the Executive Board and DWMG Leadership Committee has a reasonable cause to believe that a member or DWMG employee has failed to disclose actual or possible conflicts of interest, it shall inform the member or DWMG employee of the basis for such belief and afford the member or DWMG employee an opportunity to explain the alleged failure to disclose. If, after hearing the response of the member and making further investigation as may be warranted, the Executive Board and DWMG Leadership Committee determines that the member or DWMG employee has, in fact, failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including removal or termination.

Article IV: Records of Proceedings

The minutes of the DWMG Leadership Committee shall contain:

Section 1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Board and DWMG Leadership Committee decision as to whether a conflict of interest in fact existed.

Section 2. The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of discussion including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V: Annual Statements

Every employee, director, principal officer, and/or member of a committee with Guild-delegated powers, both at the time of the individual's initial affiliation with the organization and at least annually thereafter, will sign a statement which affirms that such person

- Has received a copy of the conflicts of interest policy
- Has read and understands the policy
- Has agreed to comply with the policy, and
- Understand that DWMG is a nonprofit organization, and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax exemption purposes.

Article VI: Annual Reviews

Annual reviews shall be conducted to ensure that DWMG operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax. The annual reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable and result from arm's-length bargaining.
- Whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the organization's charitable purposes, and do not result in the inurement of impermissible private benefits.

Article VII: Outside Use of Experts

In conducting the periodic reviews provided for in Article VI, DWMG may, but is not required to, use outside advisors. If outside experts are used, their use shall not relieve the Guild of its responsibility for ensuring that periodic reviews are conducted.

As an employee, Member, officer, or member of a committee with Guild-delegated powers, I have read, understood, and agreed to abide by the Conflict of Interest Policy distributed by the Guild.

I will.

- Represent the interests of all businesses and individuals served by this organization

- Declare any conflict of interest and take appropriate action with any action, decisions, vote or resolution of Medina County Arts Guild and/ or Guild of Directors
- Not use my service with the DWMG for my own personal advantage or for the individual advantage of my friends or supporters, including the acceptance of gifts as defined herein.
- Keep proprietary information confidential
- Approach all the DWMG issues with an open mind, prepared to make the best decision for the whole organization
- Do nothing to violate the trust of those with whom I serve or those we serve
- Focus my efforts on the mission of the Downtown Wadsworth Merchants' Guild and not on my own personal goals

Signature

Name (please print)

Date