

**AMENDED AND RESTATED  
REGULATIONS**  
-of-  
**TOLEDO ALLERGY SOCIETY**  
*an Ohio nonprofit corporation*

**ARTICLE I. INTRODUCTION**

Adoption of Regulations

1.01 These Regulations are adopted pursuant to Chapter 1702 of the Ohio Revised Code for Toledo Allergy Society, a nonprofit corporation organized in accordance with the laws of the State of Ohio ("Corporation").

Purposes and Powers

1.02 This Corporation will have the purposes or powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of the State of Ohio or any successor legislation.

1.03 The mission of the Corporation is to provide its Members with the methods to improve the quality of life of people in northwest Ohio and southeast Michigan who suffer from allergies, asthma, and immunodeficiency disorders.

1.04 The objectives of the Corporation shall be to (a) improve the quality of care provided to patients with allergy, asthma and immunologic disorders, (b) promote the exchange of knowledge and experiences among its members to enhance their progress in the field of allergy, asthma, and immunology, and (c) increase the awareness among physicians, allied health professionals, and the general public about the sub-specialty of allergy, asthma, and immunology.

**ARTICLE II. OFFICES**

2.01 The principal place of business of this Corporation in Ohio will be located in Lucas County, or at such other location as the Board of Directors may from time to time determine. In addition, the Corporation may maintain other offices either within or without the State of Ohio as its business requires.

**ARTICLE III. MEMBERSHIP**

Class, Qualification and List of Members

3.01 This Corporation will have one class of Members consisting of those persons who (a) express their desire to become Members of the Corporation by completing an application in form approved by the Board of Directors, (b) comply with all membership requirements set forth in

these Regulations or as determined from time to time by the Board of Directors, and (c) are approved for membership by action of the Board of Directors. The Board of Directors may deny membership to any person for any good faith, legitimate business reason. The Secretary of this Corporation shall maintain an official list of Members, which shall be conclusive for all purposes.

3.02 Members of the Corporation may include only those persons with the following qualifications: (a) completion of a fellowship in allergy and immunology in an approved allergy and immunology training program, (b) board certification by the American Board of Allergy and Immunology, and (c) hold a valid license to practice medicine in the State of Ohio or State of Michigan.

#### Members' Dues

3.03 Subject to the approval of the Members, the Board of Directors may from time to time establish membership dues and any terms related to their payment.

#### Place of Members' Meetings

3.04 Meetings of Members will be held at such location within the State of Ohio as the Board of Directors shall designate.

#### Annual Members' Meetings

3.05 The annual meeting of the Members will be held on such date and at such time as shall be determined by the Board of Directors. The Annual Meeting of the Members shall be for the purpose of electing directors and officers, presenting an annual financial report and year-end activities report, and for the transaction of such other business as may come before the meeting.

#### Special Members' Meetings

3.06 Special meetings of the Members may be called by any of the following: (a) that number of Members as would constitute a quorum for a meeting of Members under Section 3.10 below, (b) a majority of the Board of Directors, or (c) the President.

#### Notice of Members' Meetings

3.07 Written or printed notice, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than ten or more than sixty days before the date of the members' meeting, either personally, by first class mail, by electronic mail, or by fax by or at the direction of the President or the Secretary, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears on the records of the Corporation, with postage prepaid.

### Voting Rights of Members

3.08 Members entitled to vote shall be those Members listed on the official list of Members maintained by the Secretary of this Corporation on the earliest date of the giving of notice of the applicable Members' meeting. Each Member will be entitled to one vote on each matter submitted to a vote of Members.

### Members' Proxy Voting

3.09 Notwithstanding any provision of the Nonprofit Corporation Law, any provision of the Articles of Incorporation or any other provision of these Regulations to the contrary, no Member may vote by proxy on any matter submitted to the vote or consent of Members.

### Quorum of Members

3.10 A majority of Members shall constitute a quorum for the transaction of business at a meeting of the Members. The vote of a majority of the votes entitled to be cast by the Members present at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by the Nonprofit Corporation Law, the Articles of Incorporation of this Corporation, or any provision of these Regulations.

### Transferability of Membership

3.11 Membership in this Corporation is nontransferable and nonassignable.

### Termination of Membership

3.12 Membership will terminate in this Corporation on any of the following events:

(a) Receipt by the Board of Directors of the written resignation of a Member, executed by the Member or the Member's duly authorized attorney-in-fact;

(b) Upon a unanimous vote of the Board of Directors following a finding by the Board of Directors that such Member engaged in unethical conduct, after providing such Member the opportunity to appear and be heard at a hearing before the Board of Directors. Notice of such a hearing shall be delivered to such Member by first-class mail addressed to the address of record with the Corporation for such Member;

(c) The failure to a Member to pay membership dues to the Corporation for two (2) successive years; or

(d) The failure of a Member to qualify or remain qualified as a Member in accordance with these Regulations.

## **ARTICLE IV. DIRECTORS**

### General

4.01 The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation, except as otherwise provided by these Regulations.

### Qualifications of Directors

4.02 Any Member in good standing is qualified to become and remain a Director of this Corporation.

### Number and Election of Directors

4.03 The number of directors of this Corporation shall be three. The members of the Board of Directors shall be elected by the voting Members of the Corporation from nominations submitted in writing by current members of the Board of Directors. The election shall take place at the annual meeting of the Members or a special meeting called for that purpose.

### Terms of Directors

4.04 The term of a member of the Board of Directors shall be two (2) years, except that any Director also elected as President shall have a term of four (4) years as a Director. All Directors of the Corporation shall also serve as Officers and shall be subject to the terms of Officers, as set forth in Article V below. The term of each Director shall commence on the first day of January in the year immediately following the year in which such Director was elected by the Members.

### Vacancies on Board

4.05 Any vacancy occurring on the Board of Directors will be filled by appointment by a majority of the remaining Board of Directors. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office. The office of any Director shall become vacant upon his or her death, disability, failure to qualify, or written resignation as Director. Any Director may be removed, with or without cause, at any time by a majority of the Members of the Corporation.

### Location of Directors' Meetings

4.06 Meetings of the Board of Directors, regular or special, will be held at such place or places as the Board of Directors designates by resolution duly adopted.

### Regular Directors' Meetings

4.07 Regular meetings of the Board of Directors shall be held at least twice each year and may be at such place, date, and time as shall be determined by the Board of Directors

### Notice of Special Director's Meetings

4.08 Written or printed notice stating the place, day, and hours of any special meeting of the Board of Directors will be delivered to each Director not less than two or more than seven days before the date of the meeting, either personally or by first class mail, electronic mail, or by fax, by or at the direction of the President, or the Directors calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at the Director's address as it appears on the records of this Corporation, with postage prepaid. The notice need not state the business to be transacted at, or the purpose of, the meeting.

### Call of Special Board Meetings

4.09 A special meeting of the Board of Directors may be called by either: (1) the President, or (2) that number of Directors which constitutes a quorum of the Board of Directors.

### Waiver of Notice

4.10 Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is now lawfully called or convened.

### Quorum of Directors

4.11 A majority of the Directors shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation, or any provision of these Regulations.

## **ARTICLE V. OFFICERS**

### Roster and Qualifications of Officers

5.01 The Officers of this Corporation will consist of (1) a President, (2) a Secretary, (3) a Treasurer, and (4) the immediate past-President. One person shall hold the office of both Secretary and Treasurer. No person may become or remain an Officer of this Corporation who is not both (a) a Member in good standing of, and (b) a duly elected or appointed Director of, this Corporation. For any period during which there is no immediate past-President to serve as an officer of the Corporation, the Officers of this Corporation shall include a Councilor.

### Selection of Officers

5.02 Each of the Officers of this Corporation will be elected and appointed by the Members of the Corporation from those persons elected to serve as Directors in accordance with

Article IV above. Each Officer will remain in office until a successor to the office has been selected and qualified. Elections will be held at the annual meeting of Members contemporaneous with the election of Directors. Subject to the provisions of Section 3.13(8) above, no Officer shall serve more than two consecutive full annual terms in the same office. The term of an Officer shall be two (2) years.

#### President

5.03. The President will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation, including presiding at all meetings of, and educational programs conducted by, the Corporation. The President will perform all duties incident to the office and any other duties that may be required by these Regulations or prescribed by the Board of Directors.

#### Secretary

5.04 The Secretary will keep minutes of all meetings of Members and of the Board of Directors, be the custodian of the corporate records, prepare and maintain an official list of Members, give all notices as are required by law or by these Regulations, and, generally, perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these Regulations, or that may be assigned by the Board of Directors.

#### Treasurer

5.05 The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accountings to the Directors and to the Members as required by the Board of Directors or by Members or by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these Regulations, or that may be assigned by the Board of Directors.

#### All Officers

5.06 The several officers shall perform all of the duties usually incident to their respective offices, or which may be required by the Members or Board of Directors; shall from time to time, and also whenever required, report to the Board, or the President, all matters affecting the Corporation's interest which may come to their knowledge; and, on the expiration of their terms of office, shall respectively deliver all books, papers, money and property of the Corporation in their hands to their successors or to the President, or to any person designated by the Board of Directors to receive the same.

#### Removal of Officers

5.07 Any Officer elected or appointed to office may be removed by the persons authorized under these Regulations to elect or appoint Officers whenever in their judgment the best interests of this Corporation will be served. However, any removal will be without prejudice to any contract rights of the Officer so removed.

## **ARTICLE VI. INFORMAL ACTION**

### Waiver of Notice

6.01 Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law, the Articles of Incorporation of this Corporation, or these Regulations, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

### Action by Consent

6.02 Any action required by law or under the Articles of Incorporation of this Corporation or these Regulations, or any action that otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the persons entitled to vote with regard to the subject matter of the consent, or all Directors in office, and filed with the Secretary of the Corporation.

## **ARTICLE VII. COMMITTEES**

7.01 Committees. The Board may appoint committees and Chairpersons of such committees and assign to them such duties and powers as the Board may deem desirable in the interest of furthering the purposes or facilitating the administration of the Corporation. Committees may include members who are not Directors.

7.02 Control of Committees and Officers. Notwithstanding any other provisions of these Regulations, the Board of Directors at all times shall have authority to limit the powers and duties of all committees and officers, to delegate to any other committee or officer the powers and duties of any committee or officer, to rescind any action taken by any committee or officer (subject to the rights, if any, of third persons), and to control and remove any officer or any member of a committee at any time.

## **ARTICLE VIII. OPERATIONS**

### Fiscal Year

8.01 The fiscal year of this corporation will end on December 31 of each year.

### Books and Records

8.02 The Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and Committees.

#### Inspection of Books and Records

8.03 Except and only to the extent prohibited by applicable law, all books and records of this Corporation may be inspected by any Member, or the Member's agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection.

#### Indemnification

8.04 Each person who at any time is or shall have been a Member, Director, Officer, employee or agent of the Corporation and his or her heirs, executors, and administrators shall be indemnified by the Corporation in accordance with and to the fullest extent permitted by the Non-Profit Corporation Law of the State of Ohio as in effect at the time of the adoption of this Regulation or as amended from time to time thereafter. The foregoing right of indemnification shall not be deemed exclusive of other rights to which any Member, Director, Officer, Employee or Agent may be entitled in any capacity as a matter of law or under any regulations, agreement, vote of the Members, or Directors, or otherwise. If authorized by the Directors, the Corporation may purchase and maintain insurance against liability on behalf of any such person to the full extent permitted by law in effect at the time of the adoption of these Regulations or as may be in effect from time to time.

### **ARTICLE IX. AMENDMENT**

#### Modification of Regulations

9.01 The power to alter, amend, or repeal these Regulations, or to adopt new Regulations, to the extent allowed by law, is vested exclusively in the Members. These Regulations may be altered, amended, or repealed, by the voting Members at a meeting held for that purpose, by the affirmative vote of three-fourths (3/4) of the Members present, if a quorum is present.

#### Adoption of Regulations

9.02 Adopted by the Members of the Corporation on June 15, 2012.