

REGULATIONS
OF
BIOETHICS NETWORK OF OHIO, INC.

(Board Proposed & Approved Revision: 5/11/2006)

ARTICLE I

PRINCIPLES

1. Defined. Consistent with its purposes set forth in its Articles of Incorporation, and by means permitted to be carried on by corporations exempt from Federal Income Tax under Section 501(a) of the Internal Revenue Code of 1986 as may be amended (or the corresponding provision of any future United States Internal Revenue law) (the “Code”), the corporation shall undertake to operate as an entity which qualifies as an exempt organization under Section 501(c)(3) of the Code, in such manner as the Board of Trustees (the “Board”) shall determine.

ARTICLE II

MEMBERS

Section 1. Membership. The members of the corporation shall consist of the initial Board of Trustees and those persons (including, without limitation, for all purposes of these Regulations, an individual, a corporation, whether nonprofit or for profit, a partnership, a trust, and unincorporated society or association) who subsequently become members in accordance with these Regulations. A person or organization may apply to the Board for membership in the corporation and on acceptance by the Board shall be a member. The amount of the annual membership dues, if any, shall be determined by the Board, at any regular meeting of the Board. Membership shall not be denied on the basis of race, color, national origin, ancestry, religion or sex.

Section 2. Termination of Membership. A member shall cease to be a member of the corporation:

(a) by delivering a letter of resignation in writing to the President or Secretary of the corporation;

(b) upon death or in the case of a corporation on dissolution; or

(c) on having not been a member in good standing for being sixty (60) consecutive days delinquent in the payment of the annual membership dues.

All members are in good standing except a member who has failed to pay his or her current annual membership fee or any other debt due and owing by him or her to the corporation and he or she is not in good standing so long as the debt remains unpaid. Annual membership dues are due no later than sixty (60) days after payment is requested by the Corporation.

Section 3. Annual Meeting. The annual meeting of the members of the corporation, for receiving annual reports of officers and for the transaction of other business, shall be held at such time and place, within or without the State of Ohio, as shall be designated by the Board.

Section 4. Meetings. Meetings of voting members may be called by (1) the president, or, in case of the president's absence, death, or disability, any vice president or President-Elect or any other officer authorized to exercise the authority of the president; (2) a majority of the trustees by action at a meeting, or all of the trustees acting without a meeting; or (3) the lesser of (a) ten percent of the voting members or (b) twenty-five of such members.

Section 5. Notice of Meetings. Written notice stating the time and place of a meeting of the voting members, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given either by personal delivery or by mail not less than ten or more than sixty days before the date of the meeting to each member entitled to notice of the meeting, by or at the direction of the president, the secretary, or the officers or persons calling the meeting. If mailed, such notice shall be addressed to the member at an address as it appears on the records of the corporation. 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 6. Waiver of Notice. Notice of the time, place and purposes of any meeting of voting members may be waived in writing, either before or after the holding of such meeting, by any member, which writing shall be filed with or entered upon the records of the meeting. The attendance of any member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to a waiver by him or her of notice of such meeting.

Section 7. Quorum. At any business meeting of the corporation, the presence of a majority of the members in person or by proxy shall be necessary and sufficient to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by law or by these Regulations. A meeting may be adjourned from time to time, whether or not a quorum is present, by vote of the majority of the members present in person or by proxy without notice other than by announcement at the meeting and without further notice to any absent members. Each member of the corporation shall be entitled to one vote.

Section 8. Proxies. Members of the corporation may vote or act by proxy in respect to all matters which are to be voted or acted upon by the members within a specific time limit designated by the secretary.

Section 9. Voting by Mail or E-Mail. The Board at its discretion, with respect to any annual or special meeting may provide that the members may vote by mail or e-mail with respect to all matters which are to be voted or acted upon by the members at any such meeting, including election of trustees and officers.

Section 10. Action Without Meeting. Any action which may be authorized or taken at a meeting of the members may be authorized or taken without a meeting with the affirmative vote or approval of, and in writing or writings signed by, all of the members who would be entitled to notice of a meeting for such purpose. Any such writing shall be filed with or entered upon the records of the corporation.

Section 11. Absence of Members. Where the corporation has no members other than the trustees, the trustees shall be taken to be the members. Where the provisions of the Ohio non-profit corporation law relating to the meetings of trustees and members differs, it shall be sufficient to comply with the provisions relating to trustees.

ARTICLE III

BOARD OF TRUSTEES

Section 1. Number and Term. The number of trustees of the corporation shall be four or such greater number as shall be fixed from time to time by the board of trustees, and they shall be elected for a term of three years and until their successors are elected. No reduction in the number of trustees shall have the effect of removing any trustee from the Board prior to the expiration of his or her term of office. Trustees may serve up to three consecutive, elected terms.

Section 2. Election. The election of trustees shall be held pursuant to Article II, Section 9. Only persons nominated as candidates for trustee positions and who are or commit to become individual members shall be eligible for election as trustees, and at all elections of trustees, the candidates receiving the greatest number of votes shall be elected. The goal of the Board is to have state-wide representation among the trustees.

Section 3. Meetings. An annual meeting of the Board shall be held at such place designated by the Board each year in conjunction with the annual meeting of the members. Meetings of the trustees may be called at any time by the president, vice-president or by any two trustees and may be held at any place within or without the State of Ohio. Meetings may also be conducted electronically or by conference call.

Section 4. Powers and Duties. The business and affairs of the corporation shall be managed by the Board, which may exercise, and delegate to such officers (for example, the secretary) of the corporation as it deems appropriate, all of the powers of the

corporation. The Board shall have all such further power and authority as is consistent with and available at law, including, but not limited to, the following:

- (a) To enter into contracts within the scope of its duties and powers.
- (b) To establish bank accounts as may be deemed advisable by the Board (this will be the role of the treasurer or other officer or individual so designated by the Board).
- (c) To keep and maintain detailed, full, and accurate books and records showing in chronological order all of the receipts, expenses, or disbursements pursuant to appropriate specificity and itemization, and to permit examination thereof at any reasonable time by any of the members, and to cause a complete audit to be made of the books and accounts by a competent public accountant (treasurer).
- (d) In general, to carry on the administration of the corporation and to do all of those things necessary and desirable to carry out the purposes of the corporation.

Section 5. Resignation. A trustee may resign from office, which resignation shall take effect immediately or at such other time as the trustee may specify. The Board will request a written resignation from the Trustee, and record the resignation in the minutes of the next Board meeting.

Section 6. Removal. A trustee may be removed from office, with or without cause, only by the vote of a majority of the other trustees.

Section 7. Vacancies. Any vacancy occurring in the Board caused by death, resignation, or other incapacity shall be filled by majority vote of the remaining trustees.

Section 8. Quorum. Unless otherwise required by law, a majority of the trustees of the Board shall constitute a quorum for the transaction of business, and the acts of the majority of the trustees present at a meeting at which a quorum is present shall be the acts of the Board. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than thirty days later, without further notice to the trustees. At any adjourned meeting, whether or not a quorum was originally present, any business which might have been transacted at the meeting as originally called may be transacted without further notice

Section 9. Notice of Meetings. Written notice of the time and place of each meeting of the trustees shall be given to each trustee wither by personal delivery or by mail, telegram, or cablegram or electronic mail at least two days before the meeting, which notice need not specify the purposes of the meeting. Notice of adjournment of a meeting need not be given if the time and place which it is adjourned are fixed and announced at such meeting.

Section 10. Waiver of Notice. Notice of the time, place and purposes of any meeting of trustees may be waived in writing, either before or after the holding of such meeting,

by any trustee, which writing shall be filed with or entered upon the records of the meeting. The attendance of any trustee at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

Section 11. Communications Equipment. Meetings of the trustees may be held through any communications equipment if all persons participating can hear or readily have access to information exchanged with each other, and participation in such a meeting shall constitute presence at such meeting.

Section 12. Action Without Meeting. Any action which may be authorized or taken at a meeting of the trustees, may be authorized or taken without a meeting with the affirmative vote or approval of, in writing or through other communication modalities, all of the trustees who would be entitled to notice of a meeting for such purpose. Any such vote shall be filed with or entered upon the records of the corporation as part of the minutes of the next board meeting.

Section 13. Committees. The executive committee and any other committee of the trustees shall serve at the pleasure of the trustees, shall act only in the intervals between meetings of the trustees, and shall be subject to the control and direction of the trustees. Any such committee may act by majority vote of its members at a meeting. Meetings of any committee may be held through any communications equipment if all persons participating in such a meeting shall constitute presence at such meeting. An act or authorization of an act by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Board. Standing committees of the organization shall include the nominating committee, strategic planning committee, partnership grant committee, conference committee and other committees that the board might appoint.

ARTICLE IV

OFFICERS

Section 1. Election and Term. The officers elected by the membership of BENO are the president, vice-president and treasurer. Only one office is up for election each year rotating on a three year cycle. The election of the officers shall be held by mail pursuant to Article II, Section 9. Eligibility for candidacy includes being or becoming an individual member of BENO. Those persons nominated for president or treasurer shall normally also have served on the board of trustees or another leadership role within BENO. Only persons nominated as candidates and approved by the Board shall be eligible for election as officers, and at all elections, the candidates receiving the greatest number of votes shall be elected. The president, vice-president and treasurer may serve two consecutive terms of three (3) years. A member may not be elected to or hold more than one office at a time. The Board may from time to time create such offices and appoint such other officers and assistant officers as it may determine is necessary, e.g. secretary. Such officers shall be elected by The Board at any meeting of the Board and

shall serve for a term of three (3) years and until their successors are elected and qualified. Such appointed officers may serve up to two consecutive terms.

Section 2. President. The president shall preside at all meetings of the members and of the Board of Trustees and shall administer and exercise general supervision over the corporation's affairs, unless the Board has delegated those duties to another trustee, officer or other individual.

Section 3. Vice-President. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. In addition, the vice-president shall provide leadership to the strategic planning committee and perform such other duties as may from time to time be requested by the Board, or president.

Section 4. Secretary. The secretary shall keep the minutes of the meetings of the Board, shall see that all notices are duly given in accordance with the provisions of these Regulations or pursuant to law, and shall discharge any other duties the Board may require.

Section 5. Treasurer. The treasurer shall keep and maintain all financial records of the corporation and shall be responsible for the funds of the corporation, shall make such reports as the Board may require, arrange for filing of any required tax returns, obtain periodic audits and shall discharge any other duties the Board may require. The treasurer may choose and designate, with the board's concurrence, an assistant-treasurer who will be familiarized with the financial records and be available to substitute in the absence or disability of the treasurer.

Section 6. Resignation of an Officer. An officer may resign from office, which resignation shall take effect immediately or at such time as the officer may specify. The Board will request a written resignation from the officer, and record the resignation in the minutes of the next Board meeting

Section 7. Removal of Officer. Any officer may be removed, with or without cause, by the persons authorized to elect or appoint that person without prejudice to the contract rights of such officer. The election or appointment of an officer for a given term, or a general provision in the articles of incorporation or these Regulations, with respect to term or office, shall not be deemed to create contract rights.

Section 8. Vacancies. Except for a vacancy in the presidency which is filled by the vice-president, a vacant office may be filled by a majority vote of the Board for the unexpired term thereof.

ARTICLE V

INDEMNIFICATION AND LIMITATION OF LIABILITY

Section 1. In case any person was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation, by reason of the fact that he is or was a trustee, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, the corporation shall indemnify such person against expenses, including attorneys' fees, judgements, decrees, fines penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any matter the subject of a criminal action, suit, or proceeding, he had no reasonable cause to believe that his conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, itself, create a presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any matter the subject of a criminal action, suit or proceeding, that one would have reasonable cause to believe that the conduct was unlawful.

Section 2. In case any person was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a trustee, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, the corporation shall indemnify such person against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnifications shall be made in respect of any of the following: (i) any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court of common pleas, or the court in which such action or suit was brought, determines upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court shall deem proper; or (ii) any action or suit in which the only liability asserted against a trustee is pursuant to Section 1702.55 of the Ohio Revised Code.

Section 3. To the extent that a trustee, director, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article V, or in defense of any claim, issue, or matter therein, the corporation shall indemnify such persons against expenses, including

attorneys' fees, actually and reasonably incurred by him in connection with the action, suit or proceeding.

Section 4. Any indemnification under Sections 1 and 2 of this Article V, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the trustee, director, officer, employee, or agent is proper in the circumstances because this person has met the applicable standard of conduct set forth in Section 1 and 2 of this Article V. Such determination shall be made as follows: (i) by a majority vote of a quorum consisting of trustees of the corporation who were not and are not parties to be threatened with any such action, suit, or proceeding, (ii) if the quorum described in clause (i) of this Section 4 is not obtainable or if a majority vote or a quorum of disinterested trustees so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it any attorney, who has been retained by or who has performed services for the corporation, or any person to be indemnified within the past five (5) years, (iii) by the members, or (iv) by the court of common pleas or the court in which such action, suit, or proceeding was brought. Any determination made by the disinterested trustees under clause (i) of this Section 4 or by independent legal counsel under clause (ii) of this Section 4 shall be promptly communicated to the person who threatened or brought the action or suit, by or in the right of the corporation referred to in Section 2 of this Article V, and within ten (10) days after the receipt of such notification, such person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

Section 5. (a) Unless the only liability asserted against a trustee in an action, suit, or proceeding referred to in Sections 1 and 2 of this Article V is pursuant to Section 1702.55 of the Ohio Revised Code, expenses, including attorneys' fees, incurred by a trustee in defending the action, suit, or proceeding, shall be paid by the corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the trustee in which the trustee agrees to do both of the following: (A) repay such amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that the trustee's action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the corporation or undertaken with reckless disregard for the best interests of the corporation; and (B) reasonably cooperate with the corporation concerning the action, suit or proceeding.

(b) Expenses, including attorneys' fees, incurred by a trustee, director, officer, employee or agent in defending any action, suit or proceeding referred to in Section 1 and 2 of this Article V may be paid by the corporation as they are incurred in advance of the final disposition of the action, suit or proceeding as authorized by the trustees in the specific case, upon the receipt of an undertaking by or on behalf of the trustee, director, officer, employee or agent to repay such amount, if it ultimately is determined that such person is not entitled to be indemnified by the corporation.

Section 6. Expenses, including attorneys' fees, amounts paid in settlement, and (except in the case of an action by or in the right of the corporation) judgments, decrees, fines and penalties, incurred in connection with any potential, threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by any person by reason of the fact that this person is or was a trustee, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a trustee, director, officer, employee, or agent or another corporation, domestic or foreign, nonprofit or profit, partnership, joint venture, trust or other enterprise, may be paid or reimbursed by the corporation, as authorized by the trustees upon a determination that such payment or reimbursement is in the best interests of the corporation; provided, however, that, unless all trustees are interested, the interested trustees shall not participate and a quorum shall be one-third of the disinterested trustees.

Section 7. The indemnification authorized by this Article V shall not be exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification under the articles of incorporation or these Regulations or any agreement, vote of members of disinterested trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. The corporation may purchase and maintain insurance or furnish similar protection, including, but not limited to, trust funds, letters or credit or self-insurance, on behalf of or for any person who is or was a trustee, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, director, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise, against any liability asserted against this person and incurred in any such capacity, or arising out of the person's status as such, whether or not the corporation would have indemnified him against such liability under this Article V. Insurance may be purchased from or maintained with a person in which the corporation has a financial interest.

Section 9. The authority of the corporation to indemnify persons pursuant to Sections 1 and 2 of this Article V does not limit the payment of expenses as they are incurred, indemnification, insurance, or other protection that may be provided pursuant to Section 5, 6, 7 and 8 of this Article V. Section 1 and 2 of this Article V do not create any obligation to repay or return payments made by the corporation pursuant to Section 5, 6, 7 and 8 of this Article V.

Section 10. (a) No person shall be found to have violated his or her duties to the corporation as a trustee of the corporation in any action brought against such trustee (including actions involving or affecting any of the following: (i) a change or potential change in control of the corporation; (ii) a termination or potential termination of his service to the corporation as a trustee; or (iii) his service in any other position or relationship with the corporation), unless it is proved by clear and convincing evidence that the trustee has not acted: (Ii) in good faith; (ii) in a manner he reasonably believed to

be in or not opposed to the best interests of the corporation; or (iii) with the care that an ordinarily prudent person in a like position would use under similar circumstances. Notwithstanding the foregoing, nothing contained in this paragraph (a) limits the relief available under Section 1702.301 of the Ohio Revised Code.

(b) In performing one's duties, a trustee shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, that are prepared or presented by: (i) one or more trustee, officers, or employees of the corporation whom the trustee reasonably believes are reliable and competent in the matters prepared or presented; (ii) legal counsel, public accountants, or other persons as to matters that the trustee reasonably believes are within the person's professional or expert competence; or (iii) a committee of the trustees upon which he does not serve, duly established in accordance with the provisions of these Regulations, as to matters within its designated authority, which committee the trustee reasonably believes to merit confidence.

(c) A trustee in determining what he or she reasonably believes to be in the best interests of the corporation shall consider the interests of the corporation's members and, in his discretion, may consider (i) the interests of the corporation's employees, suppliers, creditors and customers; (ii) the economy of the state and nation; (iii) community and societal considerations; and (iv) the long-term as well as short-term interests of the corporation and its members, including the possibility that these interests may be best served by the continued independence of the corporation.

(d) A trustee shall be liable in damages for any action he or she takes or fails to take as a trustee only if it proved by clear and convincing evidence in a court of competent jurisdiction that such action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the corporation or undertaken with reckless disregard for the best interests of the corporation. Notwithstanding the foregoing, nothing contained in this paragraph (d) affects the liability of trustees under Section 1702.55 of the Ohio Revised Code or limits relief available under Section 17203.301 of the Ohio Revised Code.

Section 11. As used in Article V, references to the corporation include all constituent corporation in a consolidation or merger and the new or surviving corporation, so that any person who is or was a trustee, officer, employee or agent of such constituent corporation, or is or was serving at the request of such a constituent corporation as a trustee, director, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, shall stand in the same position under this Article V with respect to the new or surviving corporation as he or she would if he or she had served the new or surviving corporation in the same capacity.

ARTICLE VI

AMENDMENTS

The Regulations of the corporation may be altered, amended or repealed at any meeting of members of the corporation or by vote taken by mail by a majority vote of all the members represented either in person or by proxy, provided that the proposed action is set forth in the notice of such meeting.

ARTICLE VII

MISCELLANEOUS

Section 1. Checks and Notes. All checks and notes of the corporation shall be signed by such officer or officers or agent or agents as the Board may from time to time designate. The signature of any officer or agent upon any of the foregoing instruments may be a facsimile when authorized by the Board.

Section 2. Seal. The Board may, but need not, provide a suitable seal, containing the name of the corporation, to be kept by the secretary. If deemed advisable by the Board, duplicate seals may be kept and used by other officers of the corporation.

Section 3. Fiscal Year. The fiscal year of the corporation shall end on December 31 of each year or on such date as the trustees from time to time may determine.

Section 4. Resolving Election Ties. A tie vote between two candidates for a Trustee or Officer position will be resolved by a mail or e-mail vote of the members of the board of trustees, excluding any incumbent member of the board involved in the run-off election.

*BENO Regulations—Approved by the Board of Trustees 5/11/06 for
Submission to mail vote of the Membership voted approval*