

AMENDED AND RESTATED

CODE OF REGULATIONS

OF

NATIONAL SOCIETY TO PREVENT BLINDNESS, OHIO AFFILIATE

DOING BUSINESS AS PREVENT BLINDNESS, OHIO AFFILIATE

ADOPTED: 10-19, 2017

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## **ARTICLE I**

### Name, Object and Scope

Section 1.1. Name. The name of the organization is National Society to Prevent Blindness, Ohio Affiliate, doing business as Prevent Blindness, Ohio Affiliate (hereinafter "PBO").

Section 1.2. Organizational Structure. PBO is a nonprofit corporation organized and existing under the Ohio Nonprofit Corporation Law. PBO is affiliated with National Society to Prevent Blindness.

Section 1.3. Principal Office. The principal office of PBO shall be in the City of Columbus in the State of Ohio.

Section 1.4. Mission. The mission of PBO is to prevent blindness and preserve sight.

Section 1.5. Objectives. The objectives of PBO are:

1. To advocate measures and engage in community service activities that shall lead to the control and/or elimination of the causes, whether direct or indirect, that may result in blindness or impaired vision;
2. To disseminate knowledge concerning all matters pertaining to the care and use of the eyes; and
3. To secure support for achieving the objectives of National Society to Prevent Blindness.

Section 1.6. Scope. PBO shall carry out the objectives of the National Society to Prevent Blindness within the geographic

limits and regulations of the National Society to Prevent Blindness as set forth in its charter and bylaws and in the certificate and affiliate granted by it to PBO.

## **ARTICLE II**

### Directors

Section 2.1. Power and Authority of Directors. Except as otherwise provided by law, the Articles of Incorporation or these Regulations, all of the authority of PBO shall be exercised by the Board of Directors. The Directors serving hereunder shall have the power, authority and responsibilities of and shall perform the functions provided for directors under the Ohio Nonprofit Corporation Law. The Directors shall be, for purposes of any statute or rule of law relating to corporations, the members of PBO and the Directors shall have all rights and privileges of members.

### Section 2.2. Provisions Relating to Directors.

A. Qualifications. To the extent possible, members of the Board of Directors shall be representative of the various geographical areas of the State of Ohio. Unless waived by the Directors, no Director who has been elected to two (2) three (3) year terms shall be eligible for re-election until one (1) year after the conclusion of his or her second three (3) year term of office.

B. Number. The Board of Directors shall be comprised of not less than fifteen (15) members. The Directors shall be divided into three (3) classes, each class consisting of approximately one-third (1/3) of the whole number of Directors. The authorized number of Directors may be fixed or changed at a meeting of the Directors.

C. Election and Term. The election of Directors shall be made at the annual meeting of the Board of Directors, or if action is not then taken, or if there is a vacancy, the election may be made at any regular or special meeting of the Board of Directors for which notice is given as provided in Section 2.4.

At each annual meeting of the Board of Directors, the successors to the Directors whose term shall expire in that year shall be elected to hold office for a term of three (3) years, or until his or her successor is duly elected and qualified or until his or her earlier resignation, removal or death.

D. Resignation and Removal. Any Director, by notice in writing to the Board of Directors, may resign at any time. Except as otherwise provided in the Articles of Incorporation or these Regulations, any Director may be removed from office with or without cause by the affirmative vote of a majority of the Directors present at a duly called meeting.

E. Vacancy. In the event of a Director vacancy, the remaining Directors may at their option fill the vacancy by vote of a majority of the remaining Directors.

Section 2.3. Quorum and Voting.

A. Quorum. Except as otherwise provided in the Articles of Incorporation or these Regulations, one-third (1/3) of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Directors.

B. Voting. Except as otherwise provided in the Articles of Incorporation or these Regulations, each Director then in office shall have one (1) vote, and the vote of a majority of the Directors present at a duly called meeting at which a quorum is present shall constitute the action of the Board of Directors.

Section 2.4. Notice of Meetings of Board of Directors.

Notice of the place, date and time of each meeting of the Board of Directors shall be given to each Director not more than sixty (60) days nor less than five (5) days before the date of such meeting. Any notice referred to in this Section 2.4 may be given by any reasonable means including but not limited to mail, email, facsimile transmission, personal delivery or other authorized communications equipment, and need not specify the purposes of the meeting, except that if an amendment to the Articles of Incorporation or these Regulations is proposed a copy of such proposed amendment shall accompany said notice, and except with respect to a proposed action to elect or remove a Director or Officer. Notice of any meeting shall be considered given if mailed or otherwise sent or delivered to the Director in



accordance with the Director's personal information as specified in the records of PBO. The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting, other than to protest the lack of proper notice at or prior to such meeting, and may be waived, in writing, by any Director either before, at or after such meeting.

Section 2.5. Meetings of Directors.

A. Regular Meetings. Regular meetings of the Directors, including the annual meeting, shall be held at least twice annually at such place (within or without the State of Ohio), date and time as may be fixed by the Board of Directors or by the Chair as authorized by the Board. The annual meeting of the Directors shall be established by the Directors.

B. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or by three (3) Directors who deliver a written request to the Secretary for the calling of a meeting at least five (5) business days prior to the minimum notice period (as provided in Section 2.4) for the meeting to be called.

Section 2.6. Attendance and Participation at Meetings.

Directors may attend and participate in any meeting of the Board of Directors through any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and

accurately reflects the intention of, the Director involved and allows all persons participating in the meeting to contemporaneously communicate with each other.

Section 2.7. Action Without Meeting. Any action which might be taken at any meeting of the Board of Directors may be taken without such meeting by a writing or writings signed by all of the members of the Board. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of PBO and inserted by him or her in the permanent records relating to meetings of the Board of Directors.

Section 2.8. Honorary Directors. The Board of Directors may establish such additional class or classes of persons entitled to attend meetings of the Board of Directors or other activities of PBO as determined by the Board of Directors. The Board of Directors shall provide for the selection and privilege thereof, provided that such person, whether or not called "directors", shall not be entitled to vote, shall not be counted for quorum purposes or for purposes of determining the number of Directors and the failure of such persons to receive notice of a meeting of the Board of Directors shall not affect the validity of such meeting.

### **ARTICLE III**

#### Committees

Section 3.1. Executive Committee. There shall be an Executive Committee of the Board of Directors comprised of the

Officers and at least five (5) other Directors elected by the Board. The Executive Committee shall, subject to the limitations otherwise provided herein, during intervals between meetings of the Board have authority to exercise all or any of the powers of the Board of Directors in the management of the affairs of PBO. One-third of the whole Executive Committee shall be required to be present to constitute a quorum for a meeting of such Committee. Meetings of the Executive Committee shall be held as needed at such place (within or without the State of Ohio), date and time as may be fixed by the Chair of PBO. The Executive Committee shall make such additional rules as it deems expedient for the regulation and carrying on of its meetings and proceedings.

Section 3.2. Additional Committees. The Board of Directors may from time to time create additional committees of the Board consisting of not less than three (3) Directors and appoint the members thereof. The Board also may appoint advisory committees consisting of Directors and/or persons who are not Directors provided that at least one (1) Director shall be a member of each such committee. The Board of Directors may prescribe or limit the powers and duties of any committee of the Board.

Section 3.3. Committee Limitations.

A. In General. Each committee shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Board or in making reports to

the Board and shall be subject to the control and direction of the Board. Except as otherwise provided by law, the Articles of Incorporation or these Regulations, each committee shall act by a majority vote of those present.

B. Limit On Authority. No committee shall have the authority to:

(1) approve any action for which the approval of the Board of Directors is required by the Ohio Nonprofit Corporation Law;

(2) establish committees of the Board of Directors or appoint members thereof; or

(3) fill vacancies on the Board of Directors or any committee.

4) Set policy for PBO.

Section 3.4. Action Without Meeting. Any action which might be taken at any meeting of any committee may be taken without such meeting by a writing or writings signed by all of the members of such committee. The writing or writings evidencing such action taken without a meeting shall be filed with the Chair of such committee and inserted by him or her in the permanent records relating to meetings of the committee.

## **ARTICLE IV**

### Officers

Section 4.1. Election. The Officers of PBO shall consist of a Chair, a Chair Elect, a Past Chair, two (2) Vice Chairs, a Secretary, a Treasurer and such other Officers as the Directors may from time to time designate. All Officers of PBO shall be persons who are members of the Board of Directors. All Officers of PBO shall serve a one (1) year term, or until their successors are duly elected and qualified or until their earlier resignation, removal from office or death. Officers may be re-elected. Election of Officers shall take place at each annual meeting of the Board of Directors or, if action is not then taken or if there is a vacancy, at any regular or special meeting for which notice is given as provided in Section 2.4. The same individual may be elected to more than one (1) office.

Section 4.2. Chair. The Chair shall preside at all meetings of the Board of Directors. The Chair shall, subject to the direction of the Board of Directors, have general supervision, direction and control of the business and Officers of PBO. The Chair shall be an ex officio member of all standing committees. The Chair shall have the general powers and duties usually vested in the chief volunteer officer of a nonprofit corporation under the laws of the State of Ohio and shall have such other powers and duties as may be prescribed by the Board of Directors or these Regulations.

Section 4.3. Chair Elect. The Chair Elect shall succeed the Chair of PBO following the expiration of the term of the current Chair (i.e., if the Chair is re-elected for another one (1) year term, the Chair Elect shall be deemed to be re-elected for another one (1) year term and shall not serve as Chair until the expiration of the term of the current Chair), and shall, in the absence or disability of the Chair, perform all duties of the Chair and when so acting shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 4.4. Past Chair. The Past Chair shall be the person who most recently served as Chair of PBO who is able and willing to serve (e.g., if the Chair is re-elected for another one (1) year term, the Past Chair shall be deemed to be re-elected for another one (1) year term and shall not cease to serve as Past Chair until the expiration of the term of the current Chair), and shall, in the absence or disability of the Chair and the Chair Elect, perform all duties of the Chair and when so acting shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 4.5. Vice Chairs. The Vice Chairs (in the order elected) shall, in the absence or disability of the Chair, the Chair Elect and the Past Chair, perform all duties of the Chair and when so acting shall have such other powers and shall perform

such other duties as from time to time may be prescribed by the Board of Directors.

Section 4.6. Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors, shall be the custodian of all books, records, papers and property of PBO and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of PBO. He or she shall have such other duties as may be established by the Chair with the consent of the Board of Directors.

Section 4.7. Treasurer. The Treasurer shall be the chief financial officer of PBO and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of PBO. He or she shall have such other duties as may be established by the Chair with the consent of the Board of Directors.

Section 4.8 Resignation and Removal. Any Officer, by notice in writing to the Board of Directors, may resign at any time. Except as otherwise provided in the Articles of Incorporation or these Regulations, any Officer may be removed from office with or without cause by the affirmative vote of a majority of the Directors present at a duly called meeting at which a quorum is present.

## **ARTICLE V**

### President and CEO and Professional Staff

Section 5.1. President and CEO. The day-to-day affairs of PBO shall be managed by a single person having the title

"President and CEO". The compensation and benefits of the President and CEO shall be set by the Board of Directors in a manner that is commensurate with the time spent on the job and in accordance with customary standards within the nonprofit sector. The President and CEO shall have the general powers and duties usually vested with the chief executive officer of a nonprofit corporation under the laws of the State of Ohio and shall have such other powers and duties as may be prescribed by the Board of Directors or these Regulations.

Section 5.2. Professional Staff. The President and CEO may employ such additional staff members as are required to conduct and manage the day-to-day activities of PBO. All such additional staff members shall be paid compensation and benefits that are commensurate with the time spent on the job and in accordance with customary standards within the nonprofit sector.

## **ARTICLE VI**

### Indemnification and Insurance

Section 6.1. Mandatory Indemnification. PBO shall indemnify any Officer or Director of PBO who 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 (including, without limitation, any action threatened or instituted by or in the right of PBO), by reason of the fact that he or she is or was a Director,



Officer, employee, agent or volunteer of PBO, or is or was serving at the request of PBO as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of PBO and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. A person claiming indemnification under this Section 6.1 shall be presumed, in respect of any act or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of PBO and with respect to any criminal matter, to have had no reasonable cause to believe his or her conduct was unlawful, and the termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, rebut such presumption.

Section 6.2. Court-Approved Indemnification. Anything contained in these Regulations or elsewhere to the contrary notwithstanding:

A. PBO shall not indemnify any Officer or Director of PBO who was a party to any completed action or suit instituted by or in the right of PBO to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, employee, agent or volunteer of PBO, or is or was serving at the request of PBO as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, in respect of any claim, issue or matter asserted in such action or suit as to which he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of PBO or misconduct (other than negligence) in the performance of his or her duties to PBO unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances of the case, he or she is fairly and reasonably entitled to such indemnity as such Court of Common Pleas or such other court shall deem proper; and

B. PBO shall promptly make any such unpaid indemnification as is determined by a court to be proper as contemplated by this Section 6.2.

Section 6.3. Indemnification for Expenses. Anything contained in these Regulations or elsewhere to the contrary notwithstanding, to the extent that an Officer or Director of PBO has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 6.1, or in defense of any claim, issue or matter therein, he or she shall be promptly indemnified by PBO against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) actually and reasonably incurred by him or her in connection therewith.

Section 6.4. Determination Required. Any indemnification required under Section 6.1 and not precluded under Section 6.2 shall be made by PBO only upon a determination that such indemnification of the Officer or Director is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.1. Such determination may be made only:

A. by a majority vote of a quorum of Directors of PBO who were not and are not parties to, or threatened with, any such action, suit or proceeding;

B. if such a quorum is not obtainable or if a majority of a quorum of disinterested Directors so directs, in a written

opinion by independent legal counsel other than an attorney retained previously by PBO, or a firm having associated with it an attorney, who has been retained by or who has performed services for PBO, or any person to be indemnified, within the past five (5) years; or

C. by the Court of Common Pleas of Franklin County, Ohio or (if PBO is a party thereto) the court in which such action, suit or proceeding was brought, if any.

Any such determination may be made by a court under division (C) of this Section 6.4 at any time (including, without limitation, any time before, during or after the time when any such determination may be requested of, be under consideration by or have been denied or disregarded by the disinterested Directors under division (A) or by independent legal counsel under division (B) of this Section 6.4). No decision for any reason to make any determination required under this Section 6.4, and no decision for any reason to deny any such determination, by the disinterested Directors under division (A) or by independent legal counsel under division (B) of this Section 6.4 shall be evidence in rebuttal of the presumption recited in Section 6.1. Any determination made by the disinterested Directors under division (A) or by independent legal counsel under division (B) of this Section 6.4 to make indemnification in respect of any claim, issue or matter asserted in an action or suit threatened or brought by or in the right of PBO shall be promptly communicated to the

person who threatened or brought such action or suit, and within ten (10) days after receipt of such notification such person shall have the right to petition the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought, if any, to review the reasonableness of such determination.

Section 6.5. Advances for Expenses. Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) incurred in defending any action, suit or proceeding referred to in Section 6.1 shall be paid by PBO in advance of the final disposition of such action, suit or proceeding to or on behalf of the Officer or Director promptly as such expenses are incurred by him or her, but only if such Officer or Director shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue or other matter asserted in such action, suit or proceeding in defense of which he or she shall not have been successful on the merits or otherwise:

A. if it shall ultimately be determined as provided in Section 6.4 that he or she is not entitled to be indemnified by PBO as provided under Section 6.1; or

B. if, in respect of any claim, issue or other matter asserted by or in the right of PBO in such action or suit, he or she shall have been adjudged to be liable for acting with reckless disregard for the best interests of PBO or misconduct

(other than negligence) in the performance of his or her duties to PBO, unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio, or the court in which such action or suit was brought, shall determine upon application that, despite such adjudication of liability, and in view of all the circumstances, he or she is fairly and reasonably entitled to all or part of such indemnification.

Section 6.6. ARTICLE VI Not Exclusive. The indemnification provided by this ARTICLE VI shall not be exclusive of, and shall be in addition to, any other rights to which any person seeking indemnification may be entitled under the Articles of Incorporation or these Regulations or any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her 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 an Officer or Director of PBO and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 6.7. Insurance. PBO may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit or self-insurance, on behalf of any person who is or was a Director, Officer, employee, agent or volunteer of PBO, or is or was serving at the request of PBO as a director, trustee, officer, employee, agent or volunteer of another corporation (domestic or foreign, nonprofit or for

profit), partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not PBO would have the obligation or the power to indemnify him or her against such liability under the provisions of this ARTICLE VI. Insurance may be purchased from or maintained with a person in which PBO has a financial interest.

Section 6.8. Certain Definitions. For purposes of this ARTICLE VI, and as examples and not by way of limitation:

A. A person claiming indemnification under this ARTICLE VI shall be deemed to have been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 6.1, or in defense of any claim, issue or other matter therein, if such action, suit or proceeding shall be terminated as to such person, with or without prejudice, without the entry of a judgment or order against him or her, without a conviction of him or her, without the imposition of a fine upon him or her and without his or her payment or agreement to pay any amount in settlement thereof (whether or not any such termination is based upon a judicial or other determination of the lack of merit of the claims made against him or her or otherwise results in a vindication of him or her);

B. References to an "other enterprise" shall include employee benefit plans; references to a "fine" shall include any

excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of PBO" shall include any service as a Director, Officer, employee, agent or volunteer of PBO which imposes duties on, or involves services by, such Director, Officer, employee, agent or volunteer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of PBO" within the meaning of that term as used in this ARTICLE VI;

C. The term "volunteer" shall mean a Director, Officer or agent of PBO, or another person associated with PBO, who (i) performs services for or on behalf of, and under the authority or auspices of, PBO, and (ii) does not receive compensation, either directly or indirectly, for performing those services. Compensation does not include (i) actual and necessary expenses that are incurred by the volunteer in connection with the services performed for PBO and that are reimbursed to the volunteer or otherwise paid; (ii) insurance premiums paid on behalf of the volunteer and amounts paid, advanced or reimbursed pursuant to this ARTICLE VI, Section 1702.12(E) of the Ohio Revised Code or any indemnification agreement, resolution or similar arrangement; or (iii) modest perquisites.



Section 6.9. Venue. Any action, suit or proceeding to determine a claim for indemnification under this ARTICLE VI may be maintained by the person claiming such indemnification, or by PBO, in the Court of Common Pleas of Franklin County, Ohio. PBO and (by claiming such indemnification) each such person consent to the exercise of jurisdiction over its or his or her person by the Court of Common Pleas of Franklin County, Ohio, in any such action, suit or proceeding.

## **ARTICLE VII**

### Contracts, Bank Accounts, Etc.

Section 7.1. Contracts. The Board, except as in these Regulations or as otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of PBO, and such authority may be general or confined to specific instances and, unless so authorized by the Board, no officer or agent or employee shall have any power or authority to bind PBO by any contract or engagement or to pledge its credits or to render it liable pecuniarily for any purpose or to any amount.

Section 7.2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of PBO shall be signed by the Treasurer or such officer or officers, agent or agents of PBO, and in such manner as shall from time to time be determined by resolution of the Board.

Section 7.3. Deposits. All funds of PBO shall be deposited from time to time to its credit in such banks, trust companies or other depositories as the Board may select or as may be selected by any officer or officers, agent or agents of PBO to whom such power may from time to time be delegated by the Board, and for the purpose of such deposit, checks, drafts and other orders for the payment of money which are payable to the order of PBO may be endorsed, assigned and delivered by the Chair or the Treasurer, or by any officer, agent or employee of PBO to whom either of said officers, or the Board by resolution, shall have designated such power.

Section 7.4. General and Special Bank Accounts. The Board may from time to time authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board may select, and may make such special rules and regulations with respect thereto as it may deem expedient.

## **ARTICLE VIII**

### Miscellaneous

Section 8.1 Fiscal Year. The fiscal year of PBO shall begin on April 1 and end on March 31 of each year.

Section 8.2 Amendments. Unless otherwise provided in the Articles of Incorporation or these Regulations, these Regulations may be amended at a meeting called for that purpose by the

affirmative vote of two-thirds (2/3) of the whole number of Directors then in office.

Section 8.3 Program Activities. Program activities shall be consistent with the standards of the National Society to Prevent Blindness. PBO in turn shall be responsible for the approval of all activities of its local chapters.

Section 8.4 Review of Financial Statements. The financial statements of PBO shall be reviewed at least annually by an independent accounting firm selected by the Board of Directors, and the report of such firm shall be submitted to the Board of Directors and to the National Society to Prevent Blindness following the close of the fiscal year.

Section 8.5 Nominations to National Society to Prevent Blindness. PBO by action of its Board of Directors, shall submit such nominations to Boards, Committees and other bodies as provided for by the National Society to Prevent Blindness.

Section 8.6 Chapters. PBO may from time to time establish and operate chapters within a specified geographical area to carry out its purposes where the Board directs the establishment of such a chapter. Chapters shall not be separately incorporated entities, but shall be a part of PBO. All paid staff at chapters shall be employees of PBO. All income received by chapters from all sources shall be remitted to PBO. PBO shall fund an approved annual budget for expenditures of each chapter. Such budget shall include an amount, to be determined

from time to time by the Board, to be used at the discretion of the chapter to fund programs within categories approved by PBO. Each chapter shall be operated by, and reflected in the annual budget of PBO. The corporate structure, activities and financial relationship between PBO and its local chapters shall be established and determined by the Board in its discretion. Chapter Chairs shall be invited to serve on the Board of Directors.