

**SECOND AMENDMENT TO CODE OF REGULATIONS OF  
STARK COUNTY MANUFACTURING WORKFORCE DEVELOPMENT PARTNERSHIP**

This Second Amendment (“Amendment”) to the Code of Regulations of The Stark County Manufacturing Workforce Development Partnership, an Ohio non-profit corporation (“Corporation”) is made and entered into as of January \_\_\_, 2023, by the undersigned members of the Board of Directors of the Corporation pursuant to Article 16 and Article 5, Section 8 of the Code of Regulations.

RECITALS:

- A. The Corporation previously adopted the Code of Regulations of The Stark County Manufacturing Workforce Development Partnership, as amended (the “Code of Regulations”).
- B. Pursuant to Article 16 and Article 5, Section 8 of the Code of Regulations, the Board of Directors now desire to amend certain provisions in the Code of Regulations in accordance with the terms and conditions contained therein.

NOW, THEREFORE, in consideration of the foregoing and the promises and conditions set forth herein, and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Board of Directors amends the Code of Regulation as follows:

- 1. Article 4, Section 3 of the Code of Regulations is amended as follows:

The Directors shall be elected by the Voting Members as set forth herein at the annual meeting or at special meetings on recommendation of the Board Nominating Committee and only persons nominated as candidates shall be eligible for election. Except as otherwise provided herein, at all elections of Directors, the candidates receiving the greatest number of votes shall be elected. The minimum number of voting members of the Board of Directors shall be four (4), and the maximum number of voting members shall be nine (9). The initial Board of Directors shall consist of four (4) members of the Board of Directors, although the number of Directors for the ensuing year shall be determined by the Directors at the annual meeting, and the Directors may, at any meeting, increase or decrease the number of Directors as thus fixed and elect new Directors. If there are multiple Directors employed by the same company, the Directors may, at any meeting and upon a majority vote of the Directors present, designate one or more of the Directors employed by the same company as a non-Voting Director. Except as expressly provided in this Code of Regulations, each Non-Voting Director will have equal rights and attributes as all other Directors in the Company, excepting, however, a Non-Voting Director will not have any voting rights, whereas each Voting Director will have voting rights. Any reference to a vote of the Directors will only include the vote of the Voting Directors, and the Non-Voting Directors will have no vote as a Director under this Code of Regulations.

- 2. Article 5, Section 7 of the Code of Regulations is amended as follows:

The act of a majority of the Voting Directors present at a meeting at which a quorum of the Voting Directors is present shall be the act of the Board of Directors unless the vote of a greater number is required by the Articles, Ohio Revised Code Chapter 1702, or this Code of Regulations. If a quorum of the Voting Directors is not present, a majority of the Directors present may adjourn and reconvene the meeting with further notice to the Directors. Each voting member of the Board of Directors shall be entitled to one (1)