

AMENDED AND RESTATED CODE OF REGULATIONS OF JOBSOHIO

Set forth below are the codified regulations for the government of JobsOhio, an Ohio nonprofit corporation (the “**Corporation**”), the conduct of its affairs, and the management of its property (the “**Code of Regulations**”), duly adopted by the members of the board of directors of the Corporation (collectively the “**Board**” and each member, a “**Director**”) pursuant to Section 1702.10 of the Ohio Revised Code.

ARTICLE I

Membership

1.1 Directors Are Members. The members of the Corporation at any time shall be those individuals who are then Directors. As members, the Directors shall have the rights and privileges of members conferred under the provisions of the Chapter 187 of the Ohio Revised Code and Chapter 1702 of the Ohio Revised Code as modified by Chapter 187 of the Ohio Revised Code (collectively, the “**Ohio Nonprofit Corporation Law**”), as amended from time to time, except that no person shall have any right or privilege as a member if that person ceases to be or otherwise is not then a Director.

1.2 Actions by the Governor. The Governor of the State of Ohio (the “**Governor**”) is required by the Ohio Nonprofit Corporation Law to take certain actions with respect to the Corporation, and those actions are delineated in the Corporation's Amended and Restated Articles of Incorporation (the “**Articles**”) and certain of the provisions of this Code of Regulations. When the Governor takes any such action, he or she takes that action acting in his or her official capacity as the Governor of the State of Ohio.

ARTICLE II

Board of Directors

2.1 Authority of the Board. Except as otherwise provided by the laws of the State of Ohio, the Articles, or this Code of Regulations, all corporate powers and authority of the Corporation shall be exercised, its business and affairs conducted, and its property managed, by or under the direction of the Board. Without limiting the generality of the foregoing, the Board shall:

- (a) Adopt one (1) or more resolutions providing for compensation of the chief investment officer referred to in Section 187.01(E) of the Ohio Revised Code and further described in Section 4.3 of this Code (the “**Chief Investment Officer**”);
- (b) Approve an employee compensation plan for the Corporation recommended by the Chief Investment Officer;

- (c) Approve a contract with the director of development services for the Corporation to assist the director and the development services agency with providing services or otherwise carrying out the functions or duties of the agency, including the operation and management of programs, offices, divisions, or boards, as may be determined by the director of development services in consultation with the Governor;
- (d) Approve all major contracts for services recommended by the Chief Investment Officer;
- (e) Establish an annual strategic plan and standards of measure to be used in evaluating the Corporation's success in executing such plan;
- (f) Establish a conflicts of interest policy that complies with Section 187.06 of the Ohio Revised Code;
- (g) Hold a minimum of four (4) Board meetings per year at which a quorum of the Board is physically present (with such meetings being subject to divisions (C), (D), and (E) of Section 187.03 of the Ohio Revised Code), and such other meetings, at which a Director's physical presence is not required, as may be necessary;
- (h) Establish a records retention policy and present the policy, and any subsequent changes to the policy, at a meeting of the Board at which a quorum is required to be physically present;
- (i) Adopt standards of conduct for the Directors; and
- (j) When reviewing or approving property or compensation transactions, follow procedures reasonably calculated to establish the presumption set forth in Section 53.4958-6(a) of the Treasury Regulations that any payment for a transfer of property, or the right to use property, is within the range of Fair Market Value and that any payment of compensation for services is within the range of Reasonable Compensation. As used in this and other provisions of this Code of Regulations, the term “*Fair Market Value*” shall have the meaning set forth in Section 53.4958-4(b)(1)(i) of the Treasury Regulations and the term “*Reasonable Compensation*” shall have the meaning set forth in Section 53.4958-4(b)(1)(ii) of the Treasury Regulations.

2.2 Number, Appointment, and Term of Directors. The Board shall consist of nine (9) Directors to be appointed by the Governor. Each Director must satisfy the qualifications prescribed by the Ohio Revised Code. The Governor shall appoint the initial Directors within sixty (60) days after filing the Articles with the Ohio Secretary of State (the date of filing the Articles, the “*Effective*

Date”). Of the initial Directors, two (2) shall be for a term ending one (1) year after the Effective Date, two (2) shall be for a term ending two (2) years after the Effective Date, and five (5) shall be for a term ending four (4) years after the Effective Date. Following the initial appointments, the Governor shall appoint Directors to terms of office of four (4) years, with each term of office ending on the same day of the same month as did the term that it succeeds.

2.3 Frequency of Board Meetings. The Board shall hold a minimum of four (4) Board meetings per year at which a quorum of the Board is physically present. These four (4) meetings shall be open to the public (the “**Public Meetings**”) and shall otherwise be subject to the requirements of Section 2.9 and Section 2.10. In addition to the Public Meetings, the Board may hold such other meetings, at which Directors' physical presence is not required, as may be necessary.

2.4 Place of Meetings. Meetings of the Board may be held at any place within or without the State of Ohio. If no designation is made, the place of the meeting shall be the principal office of the Corporation in the State of Ohio.

2.5 Notice of Meetings and Waiver of Notice. Written notice of the time and place of each meeting of the Board shall be given to each Director either by personal delivery or by first-class mail (postage pre-paid), facsimile, telegram, or electronic mail transmission at least two (2) days before the date of the meeting. Notice shall be deemed to be given if mailed or otherwise sent or delivered to a Director at his or her last known address and/or e-mail address, as shown in the Corporation's records, or if evidence of receipt is received by the Corporation. Written notice need not specify the purposes of the meeting. Any Director may waive, in writing, notice of the time and place of any meeting of the Board, either before or after the meeting is held. Such written waiver shall be filed with or entered upon the records of the Corporation. The attendance of any Director at any meeting without protesting the lack of proper notice, prior to or at the commencement of the meeting, shall be deemed to be a waiver by such Director of notice of such meeting.

2.6 Manner of Acting, Quorum, and Voting. Except as otherwise provided in the Articles or in this Code of Regulations with respect to the Public Meetings, the Board shall act at a meeting at such place, through such electronic communication as permitted under the laws of the State of Ohio, or by taking of any action of the Directors without a meeting as is permitted under the laws of the State of Ohio. A majority of all Directors shall constitute a quorum for the transaction of business at a meeting of the Board. Except as otherwise required by the laws of the State of Ohio, the Articles, or this Code of Regulations, the affirmative vote of a majority of members of the Board present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action on a matter properly submitted to the Board for vote, consent, waiver, release, or other action. Each Director shall have one vote on each matter properly submitted to the Board for vote, consent, waiver, release, or other action.

2.7 Participation in Meetings. Subject to the requirements for the Public Meetings, any meeting of the Board may be held through any electronic communication pursuant to which each Director is able to hear each other Director participating, or in any other manner permitted under the laws of the State of Ohio, and such participation shall constitute attendance at and participation in such meeting. A Director who is not physically present at a Public Meeting may participate in the meeting through any electronic communication described in the preceding sentence.

2.8 Action Without a Meeting. Any action which may be authorized or taken at a meeting of the Board may be taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all of the Directors. Any such writing shall be filed with or entered upon the records of the Corporation.

2.9 Public Meetings. The Board shall establish a reasonable method whereby any person may obtain the time and place of all Public Meetings. The method shall provide that any person, upon request and payment of a reasonable fee, may obtain reasonable advance notification of all Public Meetings. The Public Meetings may only be closed to the public upon the majority vote of those Directors present at the meeting and only for one or more of the following purposes:

- (a) To consider business strategy of the Corporation;
- (b) To consider proprietary information belonging to potential applicants or potential recipients of business recruitment, retention, or creation incentives. As used in the preceding sentence, “*proprietary information*” means marketing plans, specific business strategy, production techniques and trade secrets, financial projections, or personal financial statements of applicants or members of the applicants' immediate family, including but not limited to, tax records or other similar information not open to public inspection;
- (c) To consider legal matters, including litigation, in which the Corporation is or may be involved;
- (d) To consider personnel matters related to an individual employee of the Corporation.

2.10 Minutes of Meetings. The Secretary of the Corporation, as the Board's representative, shall, promptly after a Board meeting, prepare, file, and maintain minutes of all meetings, including, without limitation, the Public Meetings, and shall enter such minutes upon the records of the Corporation.

2.11 Resignation and Vacancy. Any Director may resign at any time by giving written notice to the Chairperson of the Board (the “*Chair*”). A resignation shall take effect at the time specified in the written notice and, unless otherwise specified, shall become effective upon delivery. The

acceptance of any resignation shall not be necessary to make it effective unless so specified in the written notice. If any Director dies, resigns, is removed for Misconduct (as defined in Section 2.12), or if the Director's status changes such that any of the requirements of the Ohio Revised Code are no longer met, then that Director's seat on the Board shall become immediately vacant. The Governor shall then fill any vacancy created by death, resignation, removal for Misconduct, or disqualifying change in status by appointment for the remainder of the term of office of the vacated seat.

2.12 Removal. A majority of the disinterested Directors is authorized to remove any Director for Misconduct. As used herein, the term "**Misconduct**" shall mean any behavior by a Director that reasonably indicates that the Director has failed to perform his or her fiduciary duties to the Corporation, has failed to comply with the requirements of the Articles, this Code of Regulations, or any corporate conflicts of interest or ethical policies, has failed to meet his or her obligations as a director under Ohio law, has been convicted of a felony, or has otherwise engaged, through act or omission, in similar behaviors that a majority of the disinterested Directors reasonably determines warrants removal for Misconduct. A majority of the disinterested Directors shall have sole authority to determine whether a Director should be removed on the basis of Misconduct.

2.13 No Director Compensation; Reimbursement of Expenses. A Director shall not receive any compensation from the Corporation for his or her services to the Corporation in his or her capacity as a Director. However, Directors may be reimbursed for actual and necessary expenses incurred in connection with services performed for the Corporation. Any such reimbursement for actual and necessary expenses shall be made pursuant to a reimbursement policy adopted by the Board that meets the requirements of an "accountable plan" within the meaning of Section 1.62-2(c)(2) of the Treasury Regulations.

ARTICLE III

Committees of the Board

3.1 Committees. The Corporation shall have an Audit Committee to be comprised of Directors, an Executive Committee to be comprised of Directors, and a Compensation and Workforce Committee to be comprised of Directors. In addition, the Board may, by resolution, designate one or more other committees, which committees shall have and exercise the power and authority of the Board to the extent provided in such resolution. Except as otherwise provided by the Ohio Nonprofit Corporation Law, each committee shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board, which may alter or reverse the actions of any committee. In performing their duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, that are prepared or presented by a duly established committee as to matters within its designated authority.

3.2 Authority and Manner of Acting. Unless otherwise provided in the Articles, this Code of Regulations, or unless otherwise ordered by the Board, a committee shall act by a majority of all of its voting members at a meeting at such place or through electronic communication as permitted under the laws of the State of Ohio or by a writing or writings signed by all of its voting members. Subject to Section 3.1 a committee is authorized to take any action or transact any business specifically delegated by the Board. If a committee is delegated complete authority to take a specific action or to transact a specific business matter by the Board, any such action or business transaction of the committee pursuant to the delegation of authority shall be as effective for all purposes as an action or business transaction by the Board. All committees shall prepare and file minutes of all meetings to be filed with or entered upon the records of the Corporation.

3.3 Tenure. Unless otherwise provided in the Articles, this Code of Regulations, or unless otherwise ordered by the Board, the tenure of each member of a Committee will be determined by the Board.

3.4 Audit Committee. The Audit Committee shall consist of that number of members as determined by the Board. The Board shall elect each member of the Audit Committee, and each elected member shall serve for a term determined by the Board. Each member of the Audit Committee shall be a Director. Notwithstanding the foregoing, such member shall serve by reason of his or her service as a Director and the resignation or removal of such member as a Director shall automatically terminate such member's membership as a member of the Audit Committee. The Audit Committee shall be responsible for hiring an independent certified public accountant to perform a financial audit of the Corporation at least once every year. The Audit Committee may serve such other purposes and perform such other functions as may be assigned by the Board from time to time.

3.5 Executive Committee. The Executive Committee shall consist of that number of members as determined by the Board. The Board shall elect each member of the Executive Committee, and each elected member shall serve for a term determined by the Board. Each member of the Executive Committee shall be a Director. Notwithstanding the foregoing, such member shall serve by reason of his or her service as a Director, and the resignation or removal of such member as a Director shall automatically terminate such member's membership as a member of the Executive Committee. The Executive Committee may serve such purposes and perform such other functions as may be assigned by the Board from time to time, including, without limitation, the power to make decisions on behalf of the Board during the periods between meetings, and such actions by the Executive Committee shall be ratified at the next meeting of the Board.

3.6 Compensation and Workforce Committee. The Compensation and Workforce Committee shall consist of that number of members as determined by the Board. The Board shall elect each member of the Compensation and Workforce Committee, and each elected member shall serve for a term determined by the Board. Each member of the Compensation and Workforce Committee

shall be a Director. Notwithstanding the foregoing, such member shall serve by reason of his or her service as a Director, and the resignation or removal of such member as a Director shall automatically terminate such member's membership as a member of the Compensation and Workforce Committee. The Compensation and Workforce Committee shall be responsible for reviewing any plan of compensation for the Corporation's employees recommended by the Chief Investment Officer and for making recommendations regarding any such plan of compensation to the Board for their action under Section 5.1(b) of these Articles. The Compensation and Workforce Committee may serve such purposes and perform such other functions as may be assigned by the Board from time to time, including, without limitation, the review of compensation arrangements and property transactions with employees of the Corporation. When reviewing or approving property or compensation transactions, the Compensation and Workforce Committee shall follow procedures reasonably calculated to establish the presumption set forth in Section 53.4958-6(a) of the Treasury Regulations that any payment for a transfer of property, or the right to use property, is within the range of Fair Market Value and that any payment of compensation for services is within the range of Reasonable Compensation.

ARTICLE IV

Officers

4.1 Officers. The officers of the Corporation (the "**Officers**") shall be the Chair, the Chief Investment Officer, a President, a Treasurer, and a Secretary. With the exception of the Chair, whose appointment is governed by Section 4.2, and the Chief Investment Officer whose appointment is governed by Section 4.3, the Officers shall be appointed by the Board and shall serve at the pleasure and direction of the Board. A Director may simultaneously hold more than one office in the Corporation.

4.2 The Chair. The Chair shall be appointed by the Governor. The Chair shall preside at all meetings of the Board. The Chair shall have such other authorities and duties as are specified in the Ohio Nonprofit Corporation Law, delegated by the Articles, this Code of Regulations, or as may be delegated from time to time by the Board.

4.3 Chief Investment Officer. The Chief Investment Officer shall be appointed by the recommendation of the Board and the approval of the Governor. The Chief Investment Officer shall serve at the pleasure of the Board; shall be the chief executive officer of the Corporation; shall develop and recommend to the Board an employee compensation plan; shall have the ultimate responsibility for implementing the decisions of the Board and for supervising the management, administration, and operation of the Corporation; and shall have and may exercise the powers and authority normally vested in a chief executive officer, including, without limitation, the power to execute contracts, to spend Corporation funds, and to hire employees on behalf of the Corporation. As a result of the foregoing and except as may be required to perform the statutory duties of the Chief Investment Officer, the Chief Investment Officer may also utilize the title of, and be referred

to as, the Chief Executive Officer of the Corporation. The Chief Investment Officer shall prepare and submit a report of the Corporation's activities pursuant to Section 187.03(F) of the Ohio Revised Code. The Chief Investment Officer shall have such other authorities and duties as are delegated by, and may be delegated from time to time by, the Board.

4.4 Non-Officer Positions. In addition to the Officers specified in Section 4.1 above, the Board may create such other non-officer positions for individuals serving in certain capacities within the Corporation, and the Board may create titles to designate such positions, such as chief operating officer, chief financial officer, chief information officer, vice president, assistant vice president, assistant secretary, assistant treasurer, or such other titles as the Board may deem necessary or appropriate under the circumstances. A Director may hold a non-officer position, but an individual need not be a Director to hold a non-officer position.

4.5 Resignation, Removal, and Vacancies. The Chair may resign at any time by giving written notice to the Governor. Any other officer of the Corporation may resign at any time by giving written notice to the Chair. Unless otherwise specified in the written notice, a resignation shall be effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the written notice. Any Officer may be removed, with or without cause, at any time by the Board. Except for the Chair and Chief Investment Officer, the Board shall fill any vacancy among the Officers. Any vacancy in the office of Chair shall be filled by the appointment of a successor by the Governor. Any vacancy in the office of Chief Investment Officer shall be filled by the appointment of a successor upon the recommendation of the Board and the approval of the Governor. Any Chief Investment Officer so appointed shall serve at the pleasure of the Board. Unless otherwise determined by the Governor with respect to the Chair and the Chief Investment Officer, or unless otherwise determined by the Board with respect to the other officer positions, any Officer so appointed or elected shall complete the unexpired term of the vacancy being filled.

4.6 Board Member *Emeritus*. There is hereby created a category of Board member known as a "Board Member *Emeritus*" who may be nominated by a current member of the Board and elected by at least a majority vote of the Board of Directors. Board members *Emeritus* shall be selected from those former board members who have served on the Board with distinction and excellence and whose term of service on the Board ended in a manner mutually aligned with involved parties. Board members *Emeritus* shall serve one two-year term, renewable up to 3 additional terms at the discretion of the Board. A Board member *Emeritus* may be entitled to receive written notices and information which are provided to the Board, to attend public Board meetings and participate in meetings of any committee on which they are asked to serve, at the discretion of the Board. A Board member *Emeritus* shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any Board meeting.

ARTICLE V

Indemnification and Insurance

5.1 General. The Corporation may indemnify its Directors, officers and employees to the extent permitted by the Ohio Nonprofit Corporation Law, and in that regard, the Corporation may procure policies of insurance for civil liability.

5.2 Indemnification. Each person 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 (“***Proceeding***”), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a Director or Officer of the Corporation or, as a Director or Officer of the Corporation, is or was serving at the written request of the Corporation's Board or its designee as a director, officer, employee, member, manager, volunteer or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by law, including but not limited to the Ohio Nonprofit Corporation Law, as the same exists or may hereafter be amended, against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) actually and reasonably incurred by such person in connection with the Proceeding; provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) initiated by such person was authorized by the Board. Such right shall include the right to be paid by the Corporation expenses, including attorneys' fees, as they are incurred in defending any such Proceeding, in advance of its final disposition; provided, however, that except as otherwise stated in the Ohio Nonprofit Corporation Law, the payment of such expenses in advance of the final disposition of such Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such Director or Officer, in which such Director or Officer agrees to repay the amounts so advanced if and to the extent it should be ultimately determined that such Director or Officer is not entitled to be indemnified under this Article or otherwise.

5.3 Insurance. The Corporation may purchase and maintain insurance for or on behalf of any person who is or was a Director, Officer, employee, agent or volunteer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, member, manager, agent or volunteer of another corporation, limited liability company, partnership, joint venture, trust or other enterprise.

ARTICLE VI

Conflicts of Interest

6.1 Purpose. The purpose of the Conflicts of Interest Policy (the “***Policy***”) is to protect the Corporation's interest when it is considering a transaction or arrangement that might benefit the private interest of a Director or Officer the Corporation or might directly benefit that individual in other than a de minimis manner. This policy is intended to supplement but not replace any applicable Ohio laws governing conflicts of interest applicable to the Corporation.

6.2 Definitions. For purposes of the Policy:

“Interested Individual” means a Director or Officer of the Corporation who has, directly or indirectly, through business, investment, or family, any of the following:

- (a) an ownership or investment interest in any person with which the Corporation has a transaction or arrangement;
- (b) a compensation arrangement with the Corporation or any person with which the Corporation has a transaction or arrangement; or
- (c) a potential ownership or investment interest in, or potential compensation arrangement with, any person with which the Corporation is negotiating a transaction or arrangement.

“Compensation” includes direct and indirect remuneration as well as material gifts or favors.

6.3 Procedures.

- (a) Duty to Disclose. In connection with any actual or possible conflicts of interest with respect to a specific transaction or arrangement between an Interested Individual and the Corporation, an Interested Individual shall disclose the existence and nature of his or her financial interest and all material facts to the Board and members of committees with board delegated powers considering the proposed transaction or arrangement.
- (b) Determining Whether a Conflict Exists. After disclosure of the financial interest and all material facts, and after any discussion with the Interested Individual, he or she shall leave the Board or committee meeting while the determination of a whether a conflict of interest exists is discussed and voted upon. The Board shall decide if a conflict of interest exists.
- (c) Procedures for Addressing the Conflict of Interest.

i. If the Board decides by a majority vote of the disinterested Directors that a conflict exists, then the disinterested Directors shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person that would not give rise to a conflict of interest.

ii. If a more advantageous transaction or arrangement is not reasonably available under circumstances that would not give rise to a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether the transaction or arrangement is fair and reasonable.

(d) Violations of the Conflicts of Interest Policy. If the Board has reasonable cause to believe that a Director or Officer has failed to disclose an actual or possible conflict of interest, it shall inform such individual of the basis for such belief and provide such individual with an opportunity to explain the alleged failure to disclose. If, after hearing the response of the Director or Officer and making such further investigation as may be warranted in the circumstances, the Board determines that the Director or Officer has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, including, without limitation, initiating an action for breach of fiduciary duty.

6.4 Records of the Proceedings. The minutes of the Board meetings considering possible or actual conflicts of interest shall be kept and shall contain both of the following:

(a) The names of the individuals 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 Board's decision as to whether a conflict of interest existed; and

(b) The names of the individuals who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

6.5 Compensation Committees. An Officer or employee of the Corporation whose responsibility includes compensation matters and who receives compensation directly or indirectly, from the Corporation is precluded from voting or providing information to a compensation committee, if any, on matters pertaining to that individual's compensation.

6.6 Non-Solicitation. No Director shall solicit or accept employment with any person that receives or has received an incentive or other assistance as a result of a decision that such Director participated in as a director of the Corporation.

6.7 Annual Statements. Each officer shall annually sign a statement which affirms that such individuals:

- (a) has received a copy of the Policy;
- (b) has read and understands the Policy;
- (c) has agreed to comply with the Policy; and
- (d) understand the Corporation's statutory purpose and that it is a nonprofit corporation

6.8 Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its statutory and charitable purposes or contractual obligations and that it does not engage in activities that could jeopardize the status of the Corporation as an organization exempt from Federal income tax, the Board shall conduct periodic reviews of its operations. The periodic reviews shall, at a minimum, determine all of the following:

- (a) whether compensation arrangements and benefits are reasonable, based upon competent survey information, and the result of arm's length bargaining;
- (b) whether the Corporation's operations are consistent with the Articles, this Code of Regulations and contractual obligations, and are properly documented; and
- (c) whether transactions are fair to the Corporation, reflect reasonable investment or payments for goods and services, further the Corporation's statutory and charitable purposes or contractual obligations, and do not result in direct private benefit to Directors, Officers or other persons, in other than a de minimis manner.

6.9 Use of Outside Advisors. In conducting the periodic reviews provided for in Section 6.8, the Corporation may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE VII

Standards of Conduct for Directors, Officers and Employees

7.1 Ethical Conduct Required. In performing his or her duties for the Corporation, each of the Corporation's Directors, Officers, and employees shall strive for the highest ethical conduct and

fundamental honesty. In this regard, each Director, Officer, and employee must perform his or her duties for the Corporation at all times in good faith, in a manner the individual reasonably believes to be in or not opposed to the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

7.2 Confidentiality. All Directors, Officers, and employees are required to maintain the confidentiality of all information regarding the activities of the Corporation unless the disclosure of the information has been authorized, the information has been disclosed to the public or otherwise becomes public knowledge, the disclosure is required by a valid subpoena or court order, or the disclosure is otherwise required by applicable law or governmental regulation. No Director, Officer, or employee is permitted to disclose confidential information other than as permitted in the preceding sentence.

7.3 Annual Certification. Annually on or before January 31 of each year, each Director, Officer, and employee must sign the acknowledgment set forth in Section 7.4 regarding Standards of Conduct. These acknowledgements will be kept on file with the corporate governance records of the Corporation.

7.4 Form of Acknowledgement. The annual acknowledgment regarding Standards of Conduct shall read substantially as set forth below or as required by any subsequent form of acknowledgement adopted by the Board:

Acknowledgment Regarding Required Standards of Conduct

I understand that it is my responsibility to perform my duties for JobsOhio at all times, including the duties as a member of any committee on which I serve, in good faith, in accordance with the highest ethical conduct and fundamental honesty, in a manner I reasonably believe to be in or not opposed to the best interests of JobsOhio, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. As a part of the foregoing, I will not:

1. Deceive, defraud, or mislead JobsOhio board members, officers, staff members, managers, supervisors, or other associates, or those with whom JobsOhio has business or other relationships.
2. Misrepresent JobsOhio in any negotiations, dealings, contracts, or agreements.
3. Divulge or release any information of a confidential or proprietary nature relating to JobsOhio's plans, mission, or operational activities without appropriate approval.
4. Obtain, or seek to obtain, a personal advantage or benefit due to relationships established by my position with JobsOhio or by any use of the JobsOhio name.
5. Withhold my best efforts to perform my duties to acceptable standards.

6. Engage in unethical business practices of any type.
7. Use JobsOhio property, financial resources, or services of JobsOhio personnel for my personal benefit.
8. Violate any applicable laws or ordinances.

I acknowledge that any violation of the foregoing Standards of Conduct may be grounds for dismissal from my position for Misconduct as defined in Section 5.6 of the Corporation's Articles of Incorporation.

ARTICLE VIII

Separate Accounting for Funds

At no time shall any public money coming into the possession of the Corporation be commingled with other money of the Corporation; and any funds or accounts of the Corporation that hold public money shall be maintained and accounted for separately and independently from any other funds or accounts of the Corporation.

ARTICLE IX

Amendments

The Articles and this Code of Regulations may be amended from time to time by the Board. No such amendment may eliminate or modify any provisions of the Articles that are required by Chapter 187 of the Ohio Revised Code; and all such amendments must otherwise be consistent with the applicable provisions of the Ohio Nonprofit Corporation Law. Any amendment of Article VIII of the Articles that is permitted by the preceding sentence shall require the affirmative unanimous vote of all nine (9) members of the Board. All other amendments shall be approved by the affirmative vote of two thirds (2/3) of the members of the Board. Any amendment to the Articles or this Code of Regulations shall become effective on the date of its adoption unless such amendment shall otherwise provide.

ARTICLE X

Conflict with Articles

If there is ever a conflict between a provision of this Code of Regulations and any provision of the Articles, the provision in the Articles shall control, and the provision in this Code of Regulations shall be void to the extent inconsistent with the Articles.