

**BY-LAWS OF D-Day Ohio, Incorporated  
A NON-PROFIT CORPORATION**

**MISSION STATEMENT**

MEMENTO SEMPER, To educate the public about sacrifice of those who fought and those who died on the beaches of Normandy, June 6, 1944 and encourage remembrance, honor and respect for the soldiers of the Allied and Axis armies of World War II.

**ARTICLE I: ORGANIZATION**

1. The name of the organization shall be D-Day Ohio, INC.

**ARTICLE II: PURPOSES**

Section 1. General Purpose. The purpose for which the corporation is formed are those set forth in its Certificate of Incorporation, as from time to time amended, namely to foster and promote public knowledge of and interest in the events of June 6, 1944 (D-Day).

Section II. Non-Profit Purpose.

- (a) The corporation is organized exclusively for the promotion of social welfare and is a non-profit corporation. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distribution in furtherance of the proposes set forth in Article II and the Articles of Incorporation.
- (b) The corporation shall not engage in the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- (c) The corporation shall not be operated solely as a social club for the benefit, pleasure, or recreation of its members.
- (d) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on activities or exercise any power or authority in any manner or for any purpose whatsoever which may jeopardize the status of the corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

### **ARTICLE III: MEMBERSHIP**

Section 1. Membership. Membership in the corporation shall be open to any person, partnership, or corporation who is interested in promoting the public knowledge of and interest in the events of June 6, 1944 (D-Day). A REGULAR MEMBER is any person age 18 or older who applies for membership, signs the required documents, pays the required non-refundable membership dues of \$10, and agrees to follow the Corporation's By Laws. The membership shall run from October 1 to September 30 of each year, regardless of the actual initial date of membership. Memberships paid after May 1 will be effective immediately and extend through the next membership period.

Section 2: D-Day Ohio is an equal opportunity organization. It does not discriminate based upon an individual's race, sex, religion, sexual orientation or physical handicap.

Section 3: A person is not eligible for membership if he/she has a felony court record, is a member of any organization which advocates the overthrow of the United States Government, belongs to any Communist, Nazi, or any other hate group, or illegal Paramilitary group.

Section 4: The D-Day Ohio, Inc. Board of Directors reserves the right to revoke, deny or refuse any membership to any individual based on good cause, a violation of the Articles or By Laws or any act detrimental to the Corporation. The Board of Directors may at any time terminate a membership.

Section 5. Honorary Members. Complementary Honorary Memberships is extended to WWII Veterans and their immediate family members.

### **ARTICLE IV: MEETINGS**

Section 1. Meetings. The annual membership meeting of this organization shall be held in September. Regular meetings of this organization shall be determined annually by the Chief Executive Officer (CEO) and Board of Directors, and held by teleconference (and web conference) or in person. Regular meetings will be announced at least 10 days prior to the meeting date. Regular meetings that are not announced within 10 days of the meeting may occur but may not vote on matters of the Corporation.

Section 2. Special Meetings. Special meetings of this organization may be called by the chairman, the Board of Directors, or the membership for the purposes of voting on the business proposed to be transacted at that meeting.

Section 3. Notice of Meetings. The Chief Financial Officer (CFO) or his designee shall cause to be posted on the electronic group, and emailed or mailed to every member in good standing at his email or physical address as it appears in the membership roll book in this organization a notice telling the time and place of such meetings at least 10 days prior to the meeting.

Section 4. Voting Rights. Each member of the corporation shall have one (1) vote after a three-month probationary period, except honorary members who shall have no voting privileges. The probationary period is waived until January 1, 2011. Members also shall have attended, in person or by tele/web conference, a minimum of three regular or committee meetings in any twelve-month cycle to maintain voting eligibility.

Section 5. Quorum. At any regularly announced meeting of the members, the members who may vote on any business to be transacted at such meeting, represented thereat in person or by telephone, shall constitute a quorum. A majority vote of such quorum shall be necessary for the transaction of any business by the meeting, unless a greater number is required by law, the Articles of Incorporation, or these by-laws.

Section 6. Conduct of Meetings. Members meetings, including the order of business, shall be conducted in accordance with Robert's Rules of Order (Revised), except insofar as the Articles of Incorporation, these by-laws, or any rule adopted by the Board of Directors or members may otherwise provide. The members, may, by unanimous consent, waive the requirement of this section; but such waiver shall not preclude any member from invoking the requirements of this section at any subsequent meeting.

Section 7. Action by Consent. Any action required to be taken at a meeting of the members, or any action which may be taken at a meeting of member, may be taken without a meeting but with the same effect as a unanimous vote at a meeting if, prior to such action, a consent in writing, setting forth the action so taken shall be signed by all members entitled to vote with respect, thereof, and such consent is filed with the minutes of the members' proceedings.

Section 8. Voting. A designated Officer of the Corporation will determine, prior to each regular business meeting, which members are eligible to vote based on current membership and meeting attendance. A list of members eligible to vote will accompany each agenda or be sent by email or electronic notification no later than 24 hours prior to the meeting. Regular voting will be held by roll call vote (voice vote).

Section 9. Voting, Annual Election of Members of the Board. The annual election of members of the Board of Directors will be by ballot. Members attending by teleconference who are eligible to vote in the annual election of members of the Board of Directors may vote by mail-in ballot or e-ballot as determined by the Board. Notice of the voting method, candidates, and members eligible to vote will be provided to the membership at least 30 days prior to the annual meeting.

Section 10. Minutes and Meeting Records. The minutes for regular meetings, including meetings of committees, shall be distributed to the membership by electronic means, principally the electronic message board or email, within 10 days of the meeting. Members shall designate their preferred method of receipt. Minutes of regular business meetings and meetings of the Board of Directors will be distributed by the CFO or his designee. Minutes of committee meetings will be overseen by the committee chairman

who will ensure an accurate record of the meeting is taken and that the record is submitted to the CFO or his designee within 5 days after the meeting for subsequent review, posting, and distribution to the membership.

## **ARTICLE V: BOARD OF DIRECTORS**

Section 1. Membership. The Board of Directors shall be eleven in number and shall be elected by the membership. Of the Board of Directors, at least six members will be representatives of the WWII living history community, and at least one member shall represent the interests of Conneaut, Ohio.

Section 2. At the annual meeting, the Board of Directors shall elect from its number the Officers of the Corporation who shall serve in the capacity to which they are elected for a one-year term.

Section 3. Duties. The duties of the Board of Directors shall be to conduct the business of the corporation commensurate with the provisions of these by laws as directed by the corporation.

Section 4. Term of Directors. Each director will hold office for a period of two years beginning October 1 following their election. In order to implement continuity, the directors shall be divided into two classes. The first class (2010) of directors shall hold office for a one- year term and its term will terminate on September 30, 2011, the second class of directors shall hold office for the customary two year term with its term terminating on September 30, 2012. The allocation of elected members of the Board of Directors to each class will be determined by lot. Each person who is or shall hereafter become a director of the corporation shall hold office until his successor shall have been duly elected and qualified.

Section 5. Vacancies. Whenever any vacancies in the Board of Directors for any reason, the same may be filled by the members at any meeting thereof, and any officer so elected shall serve through the unexpired balance of the term vacated.

Section 6. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the CEO (see **Article VI: Officers**) or any two members of the Board and upon twenty-four hours notice specifying the time, place, and general purpose of the meeting, given to each Director either personally or by mail, telephone, or email. Notice of a special meeting may be waived in writing. Attendance at any special meeting shall constitute waiver of notice of such meeting.

Section 7. Quorum. A majority of the whole Board of Directors shall be necessary to constitute a quorum for the transaction of any business and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board

of Directors unless a greater number is required by law, the Articles of Incorporation, or these by-laws.

Section 8. Action by Consent. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if, prior to such action, a consent in writing, setting forth the action so taken shall be signed by all members of the Board and such consent is filed with the minutes of the Board's proceedings.

Section 9. Compensation. No director shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent a director for receiving any compensation from the organization for duties other than as a director or officer.

#### **ARTICLE VI: OFFICERS**

Section 1. Officers and Qualifications. The officers of the corporation shall consist of a Chief Executive Officer (CEO), a Chief Operating Officer (COO), a Chief Financial Officer (CFO), an Allied representative and an Axis representative, all of who, shall be members of the corporation in good standing.

Section 2. Terms of Office. The officers shall be chosen at the annual meeting of the Corporation by a majority vote of the Board of Directors and they shall serve for a one-year term or until his or her successor shall be duly elected and qualified. No director shall hold a position as an Officer of the Corporation for more than two consecutive Board-terms (a total of 4 years) in a period of five years.

Section 3. Vacancies. Whenever any vacancies shall occur in any of the offices of the corporation for any reason, the same may be filled by the Board of Directors at any meeting thereof, and any officer so elected shall hold offices until the next annual meeting of the member and until his/her successor shall be duly elected and qualified.

Section 4. Removal. Any officer of the corporation may be removed with or without cause by the Board of Directors or members whenever a majority of such shall vote in favor of such removal.

Section 5. Compensation. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer for receiving any compensation from the organization for duties other than as a officer.

#### **ARTICLE VI: DUTIES OF OFFICERS**

Section 1. Chief Executive Officer (CEO). The CEO shall preside at all membership meetings and shall have such powers and duties as these by-laws or the Board of Directors shall prescribe. He shall present at each annual meeting of the organization an annual report of the work of the organization. He shall, in consultation with the Board of Directors, appoint all committees, temporary or permanent, and ensure the committees

and their chairmen carry out functions as assigned. He shall serve as the primary spokesperson for the Corporation, on behalf of the Board of Directors and membership. He shall see all books, reports and certificates required by law are properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the organization. He shall present to the membership at any meetings a summary of communication and correspondence addressed to him as CEO of the organization.

Section 2. Chief Operating Officer (COO). The COO shall oversee coordination of all support functions of the Corporation. The COO shall be the primary representative of the Corporation within the community. He shall oversee volunteer recruitment and coordination and ensure the provision of visitor services during public events hosted by the Corporation. He shall oversee communication with media outlets. He shall present to the membership at any meetings a summary of communication and correspondence addressed to him as COO of the organization and shall annually provide the membership with a report of the support activities of the organization.

Section 3. Chief Financial Officer (CFO). The CFO shall oversee the administrative functions of the Corporation and shall exercise all duties incident to the office of CFO. The CFO shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the CFO to sign the checks issued upon it. He shall report each month on the financial position of the Corporation and will provide access to the Corporation's financial records upon request. He shall also oversee the maintenance and custody of the records of the organization and ensure that any certificate required by any statute, federal or state is filed as required. He shall oversee internal communication and ensure the delivery of notices to members of this organization. He shall ensure the minutes of regular meetings are taken and appropriately filed. He shall present to the membership at any meetings a summary of communication and correspondence addressed to him as CFO of the organization and shall annually provide the membership with a report of the financial and administrative activities of the organization.

Section 4. Executive Officer Representing Allied Reenactors: The Executive Officer (Allied) will serve as assistant COO in the absence of the COO. He shall serve as the representative for Allied reenactors and will have such powers and duties as the Board of Directors may prescribe. He shall serve as co-chair for the Living History Committee and ensure the coordination and execution of public living history events held by the Corporation. He shall present to the membership at any meetings a summary of communication and correspondence addressed to him as the representative of Allied reenactors and shall annually provide the membership with a report of the Allied living history activities of the organization.

Section 5. Executive Officer Representing Axis Reenactors The Executive Officer (Axis) will serve as assistant CFO in the absence of the CFO. He shall serve as the representative for Axis reenactors and will have such powers and duties as the Board of

Directors may prescribe. He shall serve as co-chair for the Living History Committee and ensure the coordination and execution of public living history events held by the Corporation. He shall present to the membership at any meetings a summary of communication and correspondence addressed to him as the representative of Axis reenactors and shall annually provide the membership with a report of the Axis living history activities of the organization.

### **ARTICLE VIII: COMMITTEES**

Section 1. Committees. All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors. The Board Chair appoints all committee chairs. Committee chairs must be members of the Board.

Section 2. Standing Committees. Standing committees shall be determined by Board resolution. Their role and duties shall be described in the minutes of the Board of Directors.

### **ARTICLE IX: EXCESSIVE REMUNERATION**

Any officer of the corporation receiving payments from the corporation as a salary, commission, bonus, interest, rent, or for an entertainment expense by him, which payment is disallowed by the Internal Revenue Service in whole or in part as a deductible expense of the corporation in computing its United States income tax, shall be required to reimburse the corporation to the full and complete extent of such disallowance. The Board of Directors shall enforce the payment to the corporation by the officer of each amount disallowed so as to assist the corporation in paying the deficiency and to prevent a decrease in the assets of the corporation resulting from the payment of said deficiency. A majority of the Board of Directors may require or permit the withholding of proportionate amount of future compensation payments made to the officer until the amount owed to the corporation has been recovered. Each officer of the corporation, by accepting election as such officer, thereby agrees to make any repayments to the corporation require by this Article and authorizes the withholding contemplated hereby, if the Board of Directors requires such action.

### **ARTICLE X: MISCELLANEOUS**

Section 1. Fiscal Year. The Fiscal Year of D-day Ohio will be October 1 through September 30.

Section 2. Execution of Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the corporation shall be executed on behalf of the corporation by the CEO, CFO, and, if required, attested by one of the Executive Officers

Section 3. Representation of Historical Political Movements: Although Allied and Axis armies and citizens involved in the conflict are represented at its event, D-Day Ohio, Inc. does not promote nor support Nazism, Fascism, or Communism, or any other political view.

#### **ARTICLE XI: AMENDMENTS**

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these by-laws is vested in the membership of the corporation. The affirmative vote of a majority of all the members shall be necessary to effect any such change in these by-laws.

## Membership Application for D-Day Ohio Inc.

It is the purpose of D-Day Ohio Inc. to faithfully preserve the events of June 6, 1944 by annually sponsoring "D-day Conneaut [Ohio]". The event commemorates the World War II battle that occurred on the Normandy coast of France in early June of 1944 between the Allied and Axis armies. The event recreates the life and times of civilians and those under arms within occupied France and England through educational displays, demonstrations and battle recreations.

Membership in the corporation shall be open to any person, partnership, or corporation who is interested in promoting the public knowledge of and interest in the events of June 6, 1944 (D-Day). A REGULAR MEMBER is any person age 18 or older who applies for membership, completes and signs this application, pays the required non-refundable membership dues of \$10. In doing so, the applicant agrees to follow the Corporation's By-Laws. The term of the membership shall run from October 1 to September 30 of each year, regardless of the actual initial date of membership.

Printed Name:			
Mailing Address:			
Phone Number:			
Email Address:			
Date of Birth:			
Emergency Contact:			
Applicant Signature and Date of Application:	Date Signed:		
Areas of Interest (Please check all that apply)			
<table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> <input type="radio"/> Fundraising  <input type="radio"/> Media – Web Site – Print  <input type="radio"/> Event Support (on Site)  <input type="radio"/> Infrastructure and Parking  <input type="radio"/> Other _____                 </td> <td style="width: 50%; vertical-align: top;"> <input type="radio"/> Event Support (Outreach)  <input type="radio"/> Military Encampment  <input type="radio"/> Vehicles and Watercraft  <input type="radio"/> Volunteer Coordination  <input type="radio"/> Veteran Outreach and Assistance                 </td> </tr> </table>		<input type="radio"/> Fundraising <input type="radio"/> Media – Web Site – Print <input type="radio"/> Event Support (on Site) <input type="radio"/> Infrastructure and Parking <input type="radio"/> Other _____	<input type="radio"/> Event Support (Outreach) <input type="radio"/> Military Encampment <input type="radio"/> Vehicles and Watercraft <input type="radio"/> Volunteer Coordination <input type="radio"/> Veteran Outreach and Assistance
<input type="radio"/> Fundraising <input type="radio"/> Media – Web Site – Print <input type="radio"/> Event Support (on Site) <input type="radio"/> Infrastructure and Parking <input type="radio"/> Other _____	<input type="radio"/> Event Support (Outreach) <input type="radio"/> Military Encampment <input type="radio"/> Vehicles and Watercraft <input type="radio"/> Volunteer Coordination <input type="radio"/> Veteran Outreach and Assistance		
Membership Dues \$10 and Date Paid			

Personal checks or money orders payable to: D-Day Ohio, Inc.  
 Please mail your application to: D-Day Ohio, Inc. 620 Jackson, Maumee, Ohio 43537

## **Resolution 01-2007: Conflict of Interest Policy**

### **Article I: Purpose**

The purpose of the conflict of interest policy is to protect this corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Article II: Definitions**

1. Interested Person: Any director, principal *officer*, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
  - b. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article III: Procedures**

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee 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 it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Article IV: Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons 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 with the proceedings.

### **Article V: Compensation**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

### **Article VI: Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Article VII: Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation 's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Article VIII: Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **Resolution 02-2007: Committees of the Organization**

### **Article I: Purpose**

Committees serve to undertake the business of D-Day, Ohio Inc. As described in the By-laws, each Committee is chaired by a member of the Board of Trustees.

### **Article II: Composition**

Each committee will be made up of no fewer than three individuals, including the committee chair. The members may be as limited or as numerous as is necessary to undertake the responsibilities of the committee. Committee members may be full members of D-Day Ohio, Inc., honorary members, or volunteers recruited from outside the corporation.

### **Article III: Committees**

The Board of Trustees will operate the following committees as described below:

1. **Living History:** This committee is co- chaired by the Executive Officer (Allied) and Executive Officer (Axis) and is responsible for ensuring coordination of the event and that key event-related activities have been completed. Activities may include serving as a liaison to support groups (e.g. aircraft and watercraft), ensuring that appropriate waivers and permits have been filed, and conducting on-site coordination of reenactors and other costumed and uniformed personnel.
2. **Finance and Fundraising:** This committee is chaired by the CFO and is responsible for (a) maintaining financial reports of the corporation, (b) recommending fundraising strategies to the Board, (c) overseeing fundraising activities before and during the event, (d) ensuring donors receive appropriate tax-exemption documentation, and (e) other duties as identified and assigned by the Board.
3. **On-Site Event Support and Volunteer Coordination:** This committee is chaired by a member of the Board and is responsible for (a) identifying appropriate volunteers as needed to undertake the business of D-Day Ohio, Inc., (b) collecting and prioritizing tasks for the event (which may be submitted by other committees), (c) ensuring that tasks are assigned and completed by appropriate groups of volunteers, (d) ensuring volunteers are appropriately recognized for their contributions, and (e) other duties as identified and assigned by the Board.
4. **Marketing and Public Relations:** This committee is chaired by a member of the Board and is responsible for (a) conducting media and public outreach, (b) serving as the primary press contact before, during, and after the event, (c) developing and distributing appropriate print and electronic materials, and (d) other duties as identified and assigned by the Board.
5. **Other Committees:** From time to time the Board may determine that additional committees are needed to ensure adequate management of the D-Day Ohio event. In

such cases, additional committees may be added through the procedures described in the corporation's By-laws.

**Article IV: Committee Meetings**

Committee meetings will take place at a time and frequency determined by the committee chairman. The chair shall ensure that an accurate record of the meeting is made and presented to the Board at its next regular meeting. Minutes and records from the committee meetings will be filed within five days of the committee meeting by electronic media to the CFO or his designee who will submit the record to the membership within 10 days of the committee meeting.