

ONE CALLS OF AMERICA, INC.

An Ohio Corporation

BYLAWS

ARTICLE I

NAMES AND OFFICES

- 1.01 Name. The name of the corporation is One Calls of America, Inc.
- 1.02 Principal Office. The principal office of the corporation shall be located at 4097 Youngstown Rd, SE, Warren, Ohio or at such place in the state of Ohio as the board of directors may determine from time to time.
- 1.03 Other Offices. The board of directors may establish other offices in or outside of the state of Ohio.

ARTICLE II

PURPOSES AND OBJECTIVES

- 2.01 Purposes. The purposes of the corporation are to establish, maintain and promote cost effective telephone costs, insurance costs and other related cooperative type savings by one call centers with which to operate.
- 2.02 Objectives. The corporation has been formed to achieve the following objectives through cooperative efforts of its members:
- (a) identify and enter into cost-saving arrangements with telephone companies, insurance companies and other vendors that would provide low cost and high quality service for the members of corporation

ARTICLE III

MEMBERS

- 3.01 Members. Membership shall be open to any not-for-profit one call center or entities providing a one call contractual agreement with one call centers, who wishes to seek the same benefits and agrees to be bound by the bylaws. Each member will designate a representative to speak and vote on its behalf at membership meetings. Each member using the services of the corporation shall sign a service agreement. (Amended 10/21/1999)
- 3.01 Members. Membership shall be open to any not- for- profit one call center, entities providing one call contractual services with one call centers, one call centers governed by a governmental agency and the Common Ground Alliance on behalf of their direct employees wishing to seek the same benefits and agrees to be bound by the bylaws. Each member will designate a representative to speak and vote on its behalf at the membership meetings. Each member using the services of the corporation shall sign an agreement. (Amended 4/16/2008)

- 3.02 Voting. Each participating member shall be entitled to one (1) vote. Participating members may vote in person or through proxy given to their agent or employee. Voting on actions pertaining to specific programs of One-Calls of America (AT&T, Health, etc) shall be limited to members participating in such programs.
(Amended 10/20/1999)
- 3.03 Suspension and Termination. Any member in default of payment of fees due and owing to the corporation shall be suspended from all privileges of membership. The board of directors may terminate a membership for conduct prejudicial to the corporation, including nonpayment, by majority vote after the member is given written notice and the opportunity to be heard.
- 3.04 Resignation. Any member may resign its membership at any time by written notice to the corporation thirty (30) days in advance of the termination of membership. Resignation or termination shall not relieve a member from its responsibility, financial or otherwise, for the period in which it was a member or as a result of events occurring during that period.
- 3.05 Annual Meeting. The annual meeting of the members shall be held on such day and time and at such place as designated by the board of directors. At each annual meeting, directors shall be elected for open seats on the board and any other business shall be transacted that may come before the meeting.
- 3.06 Special Meetings. Special meetings of the members may be called by the board of directors or the president. Such meetings shall be called by the president or secretary at the written request of members having in the aggregate not less than ten percent of the votes of the members.
- 3.07 Notice of Meetings. Written notice stating the date, time and place of any meeting of the members, and in the case of a special meeting further stating the purpose for which the meeting was called, shall be given personally or mailed at least ten (10) but not more than sixty (60) days before the date of the meeting to each member at such address as appears in the corporate records. Notice may be given in the corporation's newsletter, provided that the newsletter mailing complies with the above time requirements for a written notice.
- 3.08 Quorum. A majority of the total number of votes, represented in person or by proxy, shall constitute a quorum for a meeting of the members. If a quorum is present, the affirmative vote of a majority of the votes present at the meeting shall be the act of the members unless the law requires otherwise. If a quorum is not present, a majority of the members present may adjourn the meeting from time to time without further notice.
- 3.09 Voting. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote on such action. Directors shall be elected by a polarity of the votes cast at any election.

- 3.10 Proxies. A member entitled to a vote at a meeting of members or to express consent or dissent without a meeting may authorize other persons to act for him or her by proxy. Each proxy shall be in writing and signed by the member or member's authorized agent or representative.
- 3.11 List of Members. The officer or agent who has charge of the records of the corporation shall make and certify a complete list of members entitled to vote at a member's meeting or any adjournment of the meeting. The list shall be arranged alphabetically and shall show the address of each member. The list shall be produced at the time and place of the meeting and may be inspected by any member at any time during the meeting.
- 3.12 Informal Action. Any action required by law to be taken at a meeting of members, or which may be taken at a meeting of members, may be taken without meeting if written consents, setting forth the action so taken, are signed and submitted by at least three fourths (3/4) of the members entitled to vote.
- 3.13 Conduction of Meetings. Meetings of the members shall be presided over by the president, or in the president's absence, by the vice president. If neither the president or the vice president attends, a chairperson shall be chosen at the meeting. The corporate secretary shall serve as secretary of the meeting; otherwise, the chairperson of the meeting shall appoint a secretary.
- 3.14 Telecommunications. A member may participate in a membership meeting by conference telephone or other form of telecommunication through which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE IV

BOARD OF DIRECTORS

- 4.01 General Powers. The business, property and affairs of the corporation shall be managed by or under the direction of the board of directors.
- 4.02 Number and Qualifications. There shall be not less than six (6) nor more than nine (9) directors on the board as shall be determined from time to time by the board of directors. All directors shall be participating members or employees of participating members.
- 4.03 Election and Term. Directors shall be elected to hold office for a term of three (3) years. At each annual meeting, directors shall also be elected to fill vacancies that may exist for any reason.
- 4.04 Resignation. A director may resign at any time by providing written notice to the corporation. A notice of resignation is effective upon its receipt by the corporation or at a later time set forth in the notice.

- 4.05 Removal. Any director may be removed, with or without cause, by majority vote of the members entitled to a vote at an election of directors.
- 4.06 Vacancies. Vacancies, including vacancies resulting from an increase in the number of directors, by the affirmative vote of a majority of directors remaining in office, or, if the directors remaining in office constitute less than a quorum, by the members. Each director so chosen shall hold office for the unexpired term (if applicable) or for a three (3) year term and until his or her successor is elected and qualified, or until his or her resignation or removal.
- 4.07 Place of Meetings. The board of directors may hold meetings at any location. The location of annual and regular board meetings shall be determined by the board and the location of special meetings shall be determined by the person calling the meeting and may include telecommunication meetings.
- 4.08 Annual Meeting. The board of directors shall meet promptly after the annual members' meeting for the purposes of electing officers and transacting such other business as may properly come before the meeting. No notice of the annual directors' meeting shall be necessary to newly elected directors in order to legally constitute the meeting, provided a quorum is present.
- 4.09 Regular Meetings. Regular meetings of the board may be held at such places and times as the board determines by resolution at least 30 days before the date of the meeting, without notice other than the resolution.
- 4.10 Special Meetings. Special meetings of the board may be called by or upon request of the president or 30% of directors. Notice of the special meeting and its date, time and place shall be given to each director in any manner at least three days before the meeting. The notice need not specify the business to be transacted at, nor the purpose of , the meeting. Special meetings of any board committee may be called by the chairperson of the committee or a majority of committee members pursuant to this section.
- 4.11 Quorum. A majority of the directors then in office constitutes a quorum for transaction of any business at any meeting of the board. Actions voted for by a majority of the directors in office, at a meeting where a quorum is present, shall constitute authorized actions of the board. If less than a quorum is present, a majority of the directors present may adjourn the meeting from time to time without further notice.
- 4.12 Telecommunications. A director may participate in a meeting by conference telephone or other form of telecommunications through which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes present in person at such meeting.

- 4.13 Action by Written Consent. Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Such consents shall be filed with the minutes of the board's proceedings.
- 4.14 Committees. The board of directors, by resolution, designate one or more committees, each consisting of one director. The Board may also designate one director as an alternate committee member who may replace an absent or disqualified member at a committee meeting. In the absence or disqualification of a member of a committee, the committee members present and not disqualified from voting, regardless of whether they constitute a quorum, may unanimously appoint an alternate committee member to act at the meeting in place of the absent or disqualified member. Any committee, to the extent provided in the resolution, may exercise all powers and authority of the board of directors in management of the business and affairs of the corporation, except a committee does not have power or authority to:
- (a) amend the articles of incorporation;
 - (b) adopt an agreement or merger or consolidation;
 - (c) recommend to members the sale, lease or exchange of all or substantially of the corporation's property and assets;
 - (d) recommend to members a dissolution of the corporation or a revocation of a dissolution;
 - (e) amend the bylaws of the corporation;
 - (f) fill vacancies on the board;
 - (g) terminate membership; or
 - (h) fix compensation of directors for serving on the board or a committee.
- 4.15 Meetings and Consent. Committees shall meet as directed by the board, and meetings shall be governed by the rules provided in this article for meetings of the board. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.
- 4.16 Compensation. Directors shall serve without compensation from the corporation.

ARTICLE V

OFFICERS

- 5.01 Officers. The officers of the corporation shall consist of a president, one or more vice presidents, treasurer, assistant treasurer and secretary. The position of assistant treasurer is not an elected position; the assistant treasurer shall be a representative of the company of Daniel J. Canter CPA, Inc. The officers shall be elected by the board of directors. Two or more offices may be held by the same person, except the offices of president and secretary and the offices of

- president and vice president. The officer positions shall be rotated upon election as an officer. All positions will rotate upward, except the secretary position, which position shall remain as a nominated position. (Amended 7/28/2000)
- 5.02 Compensation. Officers, shall serve without compensation from the corporation. This section does not prohibit reimbursement of officers by the corporation for reasonable out-of-pocket expenses.
- 5.03 Term. Each officer of the corporation shall hold office for a one (1) year term for which he or she is elected or appointed, and until his or her successor is elected or appointed and qualified, or until his or her resignation or removal. The election or appointment of an officer does not, by itself, create contract rights.
- 5.04 Removal. An officer may be removed by the board of directors with or without cause. The removal of an officer shall be without prejudice to his or her contract rights, if any.
- 5.05 Resignation. An officer may resign by written notice to the corporation. The resignation is effective upon its receipt by the corporation or at a subsequent time specified in the notice of resignation.
- 5.06 Vacancies. Any vacancy occurring in any office of the corporation shall filled by the board.
- 5.07 President. The president shall be the chief executive officer of the corporation and shall, subject to the direction and control of the board, generally supervise and control all of the business and affairs of the corporation. The president shall make recommendations to the board with respect to activities suitable to the purposes and resources of the corporation.
- 5.08 Vice Presidents. The vice presidents shall assist and act under the direction of the board and the president. In the absence or disability of the president, the authority of the president shall descent to the vice presidents in the order of seniority indicated by their dates of election, titles or as otherwise specified by the board.
- 5.09 Treasurer. The treasurer shall act under the direction of the president and has financial oversight responsibility for the corporation.
- 5.10 Assistant Treasurer. The assistant treasurer shall aid the treasurer in the handling all fiscal matter of the corporation, and be responsible for such other duties as may be assigned by the board of directors. The assistant treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of the corporation's assets, liabilities, receipts and disbursements in books belonging to the corporation. The assistant treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. The assistant treasurer shall disburse the funds of the corporation as may be ordered by the president or the board of directors, taking proper vouchers for such disbursements,

- and shall render to the president and the board of directors (at its regular meetings or whenever they request it) an account of all his or her transactions as assistant treasurer and of the financial condition of the corporation. If required by the board, the assistant treasurer shall give the corporation a bond for the faithful discharge of his or her duties in such amount and with such surety as the board prescribes, with the cost reimbursed by the corporation.
- 5.11 Secretary. The secretary shall act under the direction of the president. The secretary shall attend all members and board of directors' meetings, record minutes of the proceedings and maintain the minutes and all documents evidencing corporate action taken by written consent of the members in the corporation's board book. The secretary shall perform these duties for board committees when required. The secretary shall see to it that all notices of members' meetings and special board of directors' meetings are duly given in accordance with applicable law, the articles of incorporation and these bylaws. The secretary shall keep a register of the names and addresses of corporation members and board member and perform all duties incident to the office.
- 5.12 Execution of Contract and Instruments. The board of directors may designate an officer or agent, with authority to execute any contract or other instrument on the corporation's behalf; the board may also ratify or confirm any such execution. If the board authorizes, ratifies or confirms the execution of a contract or instrument without specifying the authorized executing officer or agent, the corporation's president, any vice president or the assistant treasurer may execute the contract or instrument in the name and on the behalf of the corporation.

ARTICLE VI

INDEMNIFICATION

- 6.01. Nonderivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding. This includes any civil, criminal, administrative or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction or plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in the best interests of the

corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

- 6.02. Derivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to made a party to, any threatened, pending or completed action or suit by or in the right of the corporation to obtain a judgement in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner he or she reasonable believed to be in, or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court consider proper.
- 6.03. Expenses of successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action suit or proceeding referred to in sections 6.01 or 6.02 of this article, or in defense of any claim, issue, or matter in the action, suit or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.
- 6.04. Determination that Indemnification is Proper. Any indemnification under sections 6.01 or 6.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that the indemnification of the person is proper in the circumstances because the person has met the applicable standards of conduct set forth in sections 6.01 or 6.02, whichever s applicable. Such determination shall be made in any of the following ways: (a) by majority vote of a quorum of the board consisting of directors who were not parties to the action, suit or proceeding; (b) if the quorum is not attainable, then by a committee of not less than two disinterested directors; (c) by independent legal counsel in a written opinion; and (d) by the members.
- 6.05. Proportionate Indemnity. If a person is entitled to indemnification under sections 6.01 or 6.02 of this article for a portion of expenses, including attorney fees, judgements, penalties, fines and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgements, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.

- 6.06. Expense Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding described in sections 6.01 or 6.02 of this article may be paid by the corporation in advance of final disposition of the action, suit or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but not need be secured.
- 6.07. Nonexclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
- 6.08. Employees and Agents. The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.
- 6.09. Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall insure the benefit of the heirs, executors and administrators of that person.
- 6.10. Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) is or was a director, officer, employee or agent of the corporation, or (b) was or is serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify against such liability under this article or Ohio law.
- 6.11. Changes in Ohio Law. If there are changes in the Ohio statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

ARTICLE VII

DUES AND ASSESSMENTS

- 7.01 Costs of Operation. All costs of association will be born by the corporation
- 7.02 Billing and Collection. All fees shall be billed by the assistant treasurer to the members on a direct basis. The amounts shall be payable upon receipt of the billing.
- 7.03 Assessment of Fees. There can be an assessment of fees as directed by the board.

ARTICLE VIII

GENERAL PROVISIONS

- 8.01 Checks and Funds. All checks, drafts or demands for money and notes of the corporation must be signed by such officer or officers or such other persons as the board of directors from time to time designates. All funds of the corporation not otherwise employed shall be deposited or used as the board of directors may from time to time designates.
- 8.02 Fiscal Year. The fiscal year of the corporation shall end on December 31 or such other date as the board of directors from time to time determines.
- 8.03 Corporate Seal. The board of director may adopt a corporate seal for the corporation. The corporate seal, if adopted, shall be circular and contain the name of the corporation and the words "Corporate Seal Ohio." The seal may be used by causing it or a facsimile of it to be impressed, affixed, reproduced or otherwise.
- 8.04 Books and Records. The corporation shall keep books and records of account and minutes of the proceedings of its members, board of directors and board committees. If any. The corporation shall keep at its Ohio office records containing the names and addresses of all members and the dates when they respectively became members. Any of such books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.
- 8.05 Financial Statements. The corporation shall cause to be made and distributed to its members, within four months after the end of each fiscal year, a financial report (including a statement of income and year-end balance sheet) covering the previous fiscal year.

ARTICLE IX

AMENDMENTS

- 9.01 Amendments. The board of directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws, by vote of a majority of the directors, if notice setting forth terms of the proposal has been given in accordance with any notice requirements for such meeting of the board.

ARTICLE X

DISSOLUTION

- 10.0 Dissolution. In the event of a dissolution of the corporation, after the payment, satisfaction and discharge of all liabilities and obligations of the corporation, all remaining assets and property of every nature whatsoever not held upon a condition requiring return, transfer or conveyance by reason of dissolution shall be distributed back to the members as directed by the board of directors.