

AMENDED ORDINANCE NO. 66 - 03

By: Helen MacMurray Mayo

An Ordinance to recognize and become a member of the Central Ohio Public Energy Council (COPEC), to approve an agreement by and among the City and other municipalities establishing COPEC, to authorize the Mayor and Auditor to sign the agreement establishing COPEC, to approve a code of regulations which shall constitute the bylaws of COPEC and to declare an emergency.

Whereas, the electors of the City of Bexley have authorized City Council to create a Municipal Opt-Out Electric and Natural Gas Aggregation Program; and

Whereas, the purpose of creating an Aggregation Program is to represent local consumers' interests in emerging electric and natural gas markets by aggregating electric and gas loads within the corporation limits and negotiating affordable and reliable electric and gas supplies on behalf of participating consumers; and

Whereas, the City of Bexley has long recognized the value of cooperating with other municipalities, counties, state agencies and other quasi-public entities for the purpose of providing cost effective and efficient services to its residents; and

Whereas, the Cities of Bexley, Dublin, Gahanna, Reynoldsburg and Upper Arlington have expressed a desire to form a Central Ohio Public Energy Council (COPEC) pursuant to Authority granted under the Ohio Revised Code Chapter 167; and

Whereas, such a Council will provide a venue through which these and other communities can jointly negotiate with service providers, assist each other with aggregation matters and cooperate and support each other on related technical and energy matters; and

Whereas, the members of COPE will work together to provide "value added" services to their respective consumers.

**NOW, THEREFORE, BE IT RESOLVED BY THE COUNCIL OF THE CITY OF
BEXLEY, OHIO:**

Section 1. Bexley City Council hereby recognizes the Central Ohio Public ~~Emergency~~ Energy Council (COPEC) and desires to become a member.

Section 2. The agreement by and among the City and other municipalities establishing COPEC is hereby approved in substantially the form attached to this Ordinance as Exhibit A.

Section 3. The code of regulations of COPEC which shall constitute the bylaws of said organization is hereby approved in substantially the form attached to this Ordinance as Exhibit B.

Section 4. The Mayor and Auditor are hereby authorized to execute the agreement establishing COPEC and to execute such additional documents and to take such additional actions as they deem necessary, desirable or appropriate to adopt the COPEC Code of Regulations and to secure the City's membership in COPEC.

Section 5. The Mayor or his designee shall represent the City in all matters related to the City's participation in COPEC.

Section 6. Voluntary suspension or termination of membership in COPEC shall be approved by Council.

Section 7. The Mayor or his designee who represents the City in COPEC shall periodically provide updates to Council as to the status, achievements and effectiveness of COPEC and the City's membership therein.

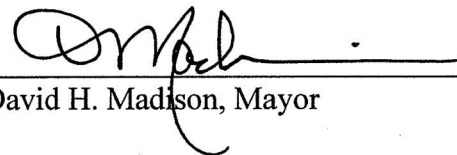
Section 8. That this Ordinance is an emergency measure necessary for the protection of the public health, safety or welfare, said emergency being the need to establish COPEC and to participate in it in order to secure the benefits of membership for the City and its residents, and shall be effective upon passage by Council and approval by the Mayor.

Passed: 3-30, 2004

Attest: 
Clerk of Council


President of Council

Approved: 3/30, 2004


David H. Madison, Mayor

removed from table - 3-30-04
Passed.

**AGREEMENT TO ENTER
INTO
THE CENTRAL OHIO PUBLIC ENERGY COUNCIL**

WHEREAS, the municipalities of Bexley, Dublin, Gahanna, Reynoldsburg, and Upper Arlington wish to aggregate their municipal resources in order to purchase gas and electricity; and

WHEREAS, the municipalities of Bexley, Dublin, Gahanna, Reynoldsburg, and Upper Arlington wish to purchase gas and electricity in a more cost efficient manner; and

WHEREAS, the municipalities of Bexley, Dublin, Gahanna, Reynoldsburg, and Upper Arlington while pursuing responsibilities for gas and electric planning and aggregation for their respective governments wish to create a public energy council; and

WHEREAS, the municipalities of Bexley, Dublin, Gahanna, Reynoldsburg, and Upper Arlington wish to adopt the attached Code of Regulations in its entirety; and

WHEREAS, it is necessary to enter this agreement in order to promote the public health, safety, convenience, comfort, prosperity, and general welfare for the citizens of Bexley, Dublin, Gahanna, Reynoldsburg, and Upper Arlington; and

THEREFORE, IN ACCORDANCE WITH THE ABOVE OBJECTIVES THE MUNICIPALITIES OF BEXLEY, DUBLIN, GAHANNA, REYNOLDSBURG, AND UPPER ARLINGTON ENTER INTO THIS AGREEMENT.

1) **Establish the Central Ohio Public Energy Council:** The municipalities of Bexley, Dublin, Gahanna, Reynoldsburg and Upper Arlington as part of the responsibilities for carrying out gas and electrical aggregation in the five municipalities, under local direction and in accordance with federal and state law and pursuant to the requirements of Ohio Revised Code Section 167.01, agree to collectively establish The Central Ohio Public Energy Council (COPEC).

2) Powers: COPEC shall act, in addition to its other stated purposes, as a gas and electric aggregation organization. In so doing it may perform the following distinct but interrelated functions: (i) contract with consultants, attorneys and other parties to accomplish the mission set forth above; (ii) contract with gas and electricity suppliers; purchase gas and electricity and perform other acts ancillary to purchasing and contracting for gas and electricity; and (iii) administer the operation of the aggregation program, or contract with a third-party to do so; including, but not limited to, the following:

- (a) Communication to all member communities;
- (b) Media coordination and public relations;
- (c) Public relations assistance to member communities;
- (d) Meeting coordination;
- (e) Implementation of the opt-out process;
- (f) Data management;
- (g) Customer service; and
- (h) Lobbying legislative and administrative bodies (other than member communities).

(iv) all other functions related to energy, gas and electric aggregation; and (v) bringing legal actions, filing briefs and position papers, and filing any and all legal actions consistent with the purpose of COPEC.

In addition, COPEC shall exercise powers conferred by applicable federal, state and local laws, regulations, ordinances, rules and policies as well as those powers transferred to it by its members permitted under the Constitution of the State of Ohio and the Ohio Revised Code.

COPEC shall not have authority to enter into any contracts nor expend any money unless the sufficient funds have previously been appropriated by the governing bodies of COPEC or as otherwise obtained pursuant to Section 167.06 of the Ohio Revised Code.

3) Procedure for Adding New Members: Additional municipalities or other political subdivisions may apply for membership in COPEC. The addition of new members shall require the approval of a majority of the current members of COPEC by formal action of their governing bodies.


4) Procedure for Withdrawal from COPEC: Any member of COPEC may withdraw by formal action of its governing body and upon 180 day notice to the other members of COPEC. The withdrawing member shall be responsible for its share of all financial obligations of COPEC incurred prior to the date of formal action by its governing body.

5) Adoption of the Code of Regulations: The municipalities of Bexley, Dublin, Gahanna, Reynoldsburg and Upper Arlington hereby adopt the attached Code of Regulations, in its entirety, as the binding by-laws of the COPEC. The Code of Regulations may be amended by a majority vote of the Governing Board of COPEC, provided that such amendments shall not conflict with the terms of this Agreement.

6) Amendment and Counterparts. The terms of this Agreement (including any exhibits, schedules and attachments hereto) constitute the entire agreement between the parties with respect to the matters set forth herein. This Agreement and any amendment hereof may be executed and delivered in counterparts, including by a facsimile transmission thereof, each of which shall be deemed an original.

The Parties acknowledge their agreement to the terms herein by their signatures below.

City of Bexley

By: 
Its: Mayor

City of Dublin

By: _____
Its: _____

City of Gahanna

By: _____
Its: _____

City of Reynoldsburg

By: _____
Its: _____

City of Upper Arlington

By: _____
Its: _____

CODE OF REGULATIONS
OF
CENTRAL OHIO
PUBLIC ENERGY COUNCIL

**CODE OF REGULATIONS
OF
CENTRAL OHIO PUBLIC ENERGY COUNCIL**

The governing bodies of Bexley, Dublin, Gahanna, Reynoldsburg and Upper Arlington as part of their responsibilities for carrying out gas and electrical aggregation in the five municipalities, under local direction and in accordance with federal and state law and pursuant to authority granted under Ohio Revised Code Chapter 167, have established The Central Ohio Public Energy Council (COPEC) and hereby adopt the following Code of Regulations.

**ARTICLE I
NAME AND MISSION**

SECTION 1.1 Name. The name of this regional organization is The Central Ohio Public Energy Council (COPEC). COPEC is formed for gas and electric aggregation and all other purposes set forth in these by-laws, and encompasses the municipalities of Bexley, Dublin, Gahanna, Reynoldsburg and Upper Arlington and other municipalities, township and counties as may be added in the future.

SECTION 1.2 Mission. In pursuing responsibilities for gas and electric planning and aggregation for the local governments, COPEC aims to: (1) aggregate the purchase of gas and electricity pursuant to O.R.C. 4928.20 et seq. and O.R.C. 4929.26 et seq. in an economically efficient manner; (2) improve the quality of life of the region's citizens by enhancing the region's long term economic development potential and by protecting its environmental quality; (3) assist member local governments and agencies in addressing local and regional energy issues in a cooperative manner; and (4) assure equitable flow and prudent expenditure of public funds.

COPEC supports these aims by: (1) providing or assisting in gas and electric aggregation for the member communities; (2) serving as a forum for local public officials to engage in regional debate and intergovernmental cooperation on energy issues; (3) encouraging local decision-making to be in harmony with the region's gas and electric plans; (4) meeting state requirements for gas and electric aggregation programs; (5) seeking equitable return of state and federal funds to the region to meet locally determined needs; (6) providing information and technical planning support on energy matters to benefit member communities in order to best use public resources; and (7) advocating the energy related interests of the region with state and federal decision-makers.

ARTICLE II
POWERS OF COPEC

SECTION 2.1 Powers. COPEC shall have such powers as may be provided by the governing bodies of its members.

ARTICLE III
MEMBERS

Section 3.1 Founding Members. The municipalities of Bexley, Dublin, Gahanna, Reynoldsburg and Upper Arlington in the State of Ohio have created COPEC pursuant to Ohio Revised Code Section O.R.C. 167.01 et seq. in accordance with federal and state law and accordingly these municipalities, acting through their respective City Councils, are the principal members of COPEC.

Section 3.2 Cities, Villages and Townships. By virtue of home rule powers granted by Article XVIII of the Ohio Constitution, as well as statutory or charter authority granted by the Ohio General Assembly or their citizens, cities, villages and townships of the COPEC, the member communities' municipalities are responsible for gas and electric aggregation issues within their jurisdictions.

Bexley, Dublin, Gahanna, Reynoldsburg and Upper Arlington and any subsequently added municipality, township or county are members of COPEC and entitled to services from COPEC.

Section 3.3 Governmental Authorities. As provided in the Ohio Revised Code, the COPEC members are responsible for gas aggregation and or electrical aggregation in each respective community.

Section 3.4 Membership Dues. Financial responsibility for operation of COPEC rests with City Councils, Townships, Board of Trustees or County Commissioners of the member communities that have created or been added to COPEC. Basic dues to support operations of COPEC shall be determined by the Governing Board and members shall pay their respective share according to the plan determined by the Governing Board. Basic dues may be increased or decreased by the Governing Board each year.

Section 3.5 Suspension of Membership. Any member whose dues remain unpaid for a period in excess of 90 days after commencement of the fiscal year on each July 1 may be subject to suspension of membership. Suspension of membership may be undertaken by a majority vote of the Governing Board and may provide for curtailment of voting authority or services and for such other penalties as the Governing Board may direct in each case. Notice of any member's eligibility for suspension shall be given at regular intervals to the Governing Board and in writing to the member's chief executive officer.

ARTICLE IV

GOVERNING BOARD

Section 4.1 Duties of Governing Board. The business of COPEC shall be managed by the Governing Board. The Governing Board shall exercise all powers of COPEC which are not otherwise required to be exercised by the governing bodies of the members of COPEC.

Section 4.2 Composition; Alternates; Term. The Governing Board shall consist of representatives from the five municipalities, and any subsequently added member communities.

The goal for representation is to bring to the Board's discussions and decision-making the principal elected officials and staff of the COPEC communities' gas and electric aggregation, while assuring to each community an approximation of equal representation.

Board positions shall be granted based on requirements of this section and individual Board members shall be specified annually at the first meeting. The City Council within each municipality shall be responsible for assuring appropriate representation according to this section, recognizing the goal for representation, dues procedures and compliance within each municipality and COPEC's mission.

Each member of the Board shall be entitled to vote on all matters submitted to the Board for a vote.

(a) Each person who is a member of the Governing Board shall designate an alternate to act in the absence of such member. Alternates shall possess full powers in all matters which come before the Governing Board. Each alternate shall be considered a Board member with respect to all actions taken in capacity as an alternate, including any duties as an officer or Executive Committee member. Designation of an alternate shall be in writing and must be submitted to the Governing Board. Each designation shall be effective for no more than one year from the date it is submitted to the Governing Board. Each person who is a member of the Governing Board may revoke or modify the designation at any time in writing and submit it to the Governing Board.

(b) Each person who is a member of the Governing Board and any alternate designated by such member shall vacate board membership immediately upon ceasing to hold the public office or position which originally entitled such person to become a member of the Governing Board. The successor of such member shall be designated in the same manner as the vacating member was selected.

(c) The Governing Board is authorized to take appropriate measures to insure attendance and a quorum, including limitations on speaking or similar rights of non-attending members, but no such measure shall operate to diminish the vote of any member government or collection of communities.

Section 4.3 Officers; Election; Qualification; Term of Office; Resignation.

(a) At the first meeting in January each year the Governing Board shall elect a President, First Vice President, Secretary and Treasurer. The Governing Board may also elect additional Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers. Each officer shall hold office until the next annual meeting of the Governing Board or until such officer's successor is elected and qualified or until such officer's resignation, removal or death. Upon approval by the Board one person may serve both as Secretary and Treasurer.

(b) Any officer may resign at any time upon written notice to the Secretary of the Governing Board.

(c) The Governing Board may remove any officer for cause at any time but such removal shall be without prejudice to the representation rights of COPEC member represented by such officer.

(d) Any vacancy occurring in any office which is caused by death, resignation, removal or otherwise shall be filled for the unexpired portion of the term by appointment by the President (except that the First Vice President shall succeed the President as set forth below) with approval of the Governing Board within 30 days of that vacancy.

(e) No member organization shall have more than one board member serving concurrently as an officer. This limitation does not apply in the case of officers serving as First or Second Vice President, Assistant Secretary or Assistant Treasurer.

(f) President. The President of the Governing Board shall be the chief policy officer of COPEC and shall exercise all powers and duties in leadership of COPEC as are generally associated with such office including, but not limited to, the power to execute such documents and instruments authorized by resolutions adopted by the Governing Board. The President shall represent COPEC before bodies of the State and Federal government and shall be an ex officio voting member of all Standing Committees. The President shall also be responsible for execution of all directives and resolutions adopted by the Governing Board.

(g) First Vice President. The First Vice President, in the absence or disability of the President, shall perform duties and exercise powers of the President. In addition, the First Vice President shall perform such other duties prescribed by the Governing Board or President.

(h) Secretary. The Secretary shall give notice of all meetings of the Governing Board and shall perform such other duties prescribed by the Governing Board or President, under whose supervision the Secretary acts. The Secretary shall keep the corporate seal of COPEC, if any, and when authorized by the Governing Board, affix it to an instrument which shall be attested to either by the signature of the Secretary, Treasurer or an Assistant Secretary. In the absence of the Secretary, the President or designee shall appoint a member to perform the duties of the Secretary.

(i) Treasurer. The Treasurer or designee (or Secretary in the absence or disability of the Treasurer) shall have custody of COPEC funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to COPEC, and shall deposit all funds and securities of COPEC in depositories designated by the Governing Board. The Treasurer shall disburse funds as directed by the Governing Board, taking proper vouchers for such disbursements, and shall give the President and other members of the Governing Board a periodic accounting of all transactions and the financial condition of COPEC. The Treasurer shall perform such other duties prescribed by the Governing Board or President. The Treasurer shall be the fiscal officer required of the Ohio Revised Code.

(j) Vice Presidents, Assistant Secretaries and Assistant Treasurers. In the absence or disability of the First Vice President, Secretary or Treasurer, the Second Vice President, Assistant Secretaries or Assistant Treasurers in the order designated by the Governing Board, shall perform the duties of the First Vice President, Secretary or Treasurer, respectively, and shall have full powers of the office.

Section 4.4 Vacancies. A vacancy in the Governing Board shall be filled by a public official designated in the same manner as the vacating member was selected, to hold office for the whole or balance of the term to which such member was elected or until such member's successor is elected and qualified or until earlier resignation, removal from office or death.

Section 4.5 Removal. A majority of the members of the Governing Board at any time may remove for cause any member who is not a member of the Board solely because of position as an elected official of a member agency and any alternate. Removal must occur at a special meeting duly called for this purpose or at a regular meeting of the Governing Board where notice of this purpose has been established at the immediately preceding Board meeting. The successor to such member or alternate shall be designated in the same manner as the removed member was selected.

Section 4.6 Compensation of Board Members. A member of the Governing Board shall not receive compensation for services other than ordinary and incidental expenses, except that a member may be reimbursed for other reasonable expenses approved by a majority of the Governing Board. COPEC considers attendance at meetings of the Governing Board and its committees to be public employment on the same basis that any Board member or alternate is considered in public employment for the public position that determined qualification for membership on the Governing Board.

ARTICLE V

ORGANIZATION OF GOVERNING BOARD

Section 5.1 Regular Meetings. Regular meetings of the Governing Board shall be determined and published annually at the principal offices of COPEC or such other location and time as the Board designates.

Section 5.2 Special Meetings. Special meetings of the Governing Board may be called at any time by the President or by a majority of members upon written notice delivered to the President or Secretary of the Governing Board. Such request shall state the purposes of the proposed meeting.

Section 5.3 Notice of Meetings. Except as otherwise provided in these Regulations or by law, written notice stating the time, place and purpose in case of a special meeting, shall be delivered to each Board member at least seven days before a regular meeting and four days prior to any special meeting, either personally, by regular mail, by email, by fax or by telephone.

Section 5.4 Presiding Officer. Meetings of the Governing Board shall be presided over by the President or, in the President's absence, by the First Vice President or next succeeding officer. The Secretary shall act as secretary at all meetings and in the Secretary's absence the President may appoint any person to act as secretary of such meeting.

Section 5.5 Ratification: Action Without a Meeting. The Governing Board, acting at a meeting at which a quorum is present, may ratify any action taken by or on behalf of COPEC. Any action normally taken at a meeting may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by all members of the Governing Board and if such action without a meeting is otherwise not prohibited by applicable law.

Section 5.6 Quorum. A majority of Board members shall constitute a quorum to transact business. Once established for any meeting of the Board, a quorum shall presume to continue unless otherwise noted on the record that a quorum is absent. The act of a majority of Board members shall be the act of the Governing Board. Any member of the Governing Board who has a personal or financial interest in a contract or transaction which is before the Governing Board, or who is an owner or principal of a private and nonpublic entity with an interest in a matter before the Governing Board, may be counted for the purpose of determining the presence of a quorum at a meeting of the Board. Such interested member, however, shall not participate in any discussions of the Board with respect to that matter and shall not vote on such matters.

Section 5.7 Public Meetings. All meetings of the Governing Board shall be open to the public pursuant to the Ohio Sunshine Law, Revised Code Section 121.22 et.seq. Executive sessions and other closed meetings shall be held only as permitted by law.

ARTICLE VI
COMMITTEES, SUBCOMMITTEES, ADVISORY COUNCILS AND TASK
FORCES

Section 6.1 Establishment of Committees, Subcommittees Advisory Councils and Task Forces. The President of the Governing Board with its approval may establish various Standing Committees, Subcommittees, Advisory Councils and Task Forces deemed necessary or appropriate to provide advice and policy recommendations to the Governing Board relating to specific issues or technical areas of gas aggregation, electrical aggregation, or gas and electrical aggregation.

Unless the Governing Board otherwise provides, each Standing Committee, Subcommittee, Advisory Council or Task Force may make, alter and repeal rules to conduct its business. In the absence of such rules, each Standing Committee, Subcommittee, Advisory Council or Task Force shall conduct business in the same manner as the Governing Board conducts business. Appendix I contains the table defining the purpose, membership, duration, creation, appointment and reporting responsibilities of Standing Committees, Subcommittees, Advisory Councils and Task Forces. This table shall be used to establish these bodies unless otherwise stated in the Code.

ARTICLE VII **INDEMNITY**

Section 7.1 In General. To the extent permitted by Ohio law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, suit or proceeding, whether civil, criminal, administrative or investigative, other than a suit by or in the right of COPEC, by reason of the fact that the person is or was a Board Member, officer, employee or agent of COPEC, or is or was serving at the request of COPEC as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, be indemnified by COPEC for expenses, including reasonable attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if done in good faith and in a manner reasonably believed to be in the best interests of COPEC and, with respect to any criminal action or proceeding, had no reasonable cause to believe conduct was unlawful. Termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not create a presumption that the person did not act in good faith and in a manner which was reasonably believed to be in the best interests of COPEC and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 7.2 Indemnification Against Expenses. To the extent permitted by Ohio law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, suit or proceeding by or in the right of COPEC to procure a judgment in its favor by reason of the fact that the person is or was a Board Member, officer, employee or agent of COPEC, or is or was serving at the request of COPEC as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by COPEC

against expenses, including reasonable attorney fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if done in good faith and in a manner reasonably believed to be in the best interests of COPEC. However, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to COPEC unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

Section 7.3 Procedure. Any indemnification under Sections 7.1 and 7.2 (unless otherwise ordered by a court of competent jurisdiction) shall be made by COPEC only as authorized in the specific case upon a determination that indemnification of the officer, employee or agent is proper in the circumstances because the applicable standard of conduct set forth in Sections 7.1 and 7.2. has been met. Such determination shall be made (a) by the Governing Board by a majority vote of a quorum consisting of members who were not parties to or threatened with such action, suit or proceeding; or (b) if such a quorum is not obtainable or even if obtainable, a quorum of disinterested members so directs, by independent legal counsel in a written opinion. Notwithstanding the provisions of Sections 7.1 and 7.2 of this Article VIII, to the extent that a Board member, officer, employee or agent of COPEC has been successful on the merits or otherwise, in defense of any action, suit or proceeding referred to in such sections, or in defense of any claim, issue or matter, in any event the person be indemnified against expenses (including reasonable attorney fees) actually and reasonably incurred in that connection. Reasonable attorney fees shall not be paid by COPEC if the person has obtained counsel apart from counsel designated by the Board.

Section 7.4 Prior Payment. Expenses incurred in defending a civil or criminal action may be paid by COPEC before final disposition of such action. Such expenses may be authorized by the Governing Board in a specific case only upon receipt by COPEC of a request on behalf of the Board member, officer, employee or agent to repay such amount unless it shall finally be determined that the person is entitled to be indemnified in such amount by COPEC.

Section 7.5 Non-Exclusive. The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by any law of the State of Ohio, agreement or other means, both as to action taken in an official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Board member, officer, employee or agent and such rights shall inure to the benefit of such person's heirs, executors and administrators.

ARTICLE VIII **AMENDMENTS**

This Code of Regulations may be amended only by a majority vote of the Governing Board, provided that such amendments shall not conflict with the terms of the Agreement to enter into the Central Ohio Public Energy Council.

ARTICLE IX **MISCELLANEOUS**

Section 9.1 Checks and Notes. Certain checks or demands for money and notes of COPEC shall be signed by the officer authorized by these Regulations. The signature may be a facsimile when authorized by the Governing Board.

Section 9.2 Seal. The Governing Board may provide a seal containing the name of COPEC and it is kept by the Secretary. Duplicate seals may be kept and used by other officers of COPEC.

Section 9.3 Notices. Whenever notice is required to be given to any person it may be given to such person either personally or by sending a copy through the mail or similar modern method, to the address appearing on the books of COPEC. If notice is sent by mail it shall be deemed to have been delivered to the addressee when deposited in the United States mail for transmission to such person.

Section 9.4 Waiver of Notice. Any notice required to be given to any person may be waived in writing by the person entitled to such notice before the meeting. Attendance at any meeting by any person entitled to notice, either in person or by a duly designated alternate, shall constitute a waiver of notice of such meeting by such person except where such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened.

Section 9.5 Captions. Captions and headings in this Code of Regulations are for convenience only and in no way define or limit the scope or intent of any provision or section.

Section 9.6 Amendments and Counterparts. The terms of this Code of Regulations (including any exhibits, schedules and attachments hereto) constitute the entire agreement between the parties with respect to the matters set forth in this Code of Regulations and may be amended only pursuant to the regulations set forth herein. This Code of Regulations and any amendment hereof may be executed and delivered in counterparts, including by a facsimile transmission thereof, each of which shall be deemed an original.