

special meeting of the Members. In addition, notice of any special meeting of the Members shall be given to the news media that have requested notification, at least twenty-four (24) hours prior to such meeting, except in the event of an emergency requiring immediate action.

Section 2.10. - Member Meetings Open to Public. Except as otherwise permitted by law, all meetings of the Members shall be open to the public at all times.

ARTICLE III

DIRECTORS

Section 3.1. - Corporate Authority. All of the authority and powers of the Corporation shall be exercised by the Board of Directors, except as provided in Section 2.4, and Sections 3.4 through 3.8, inclusive, hereof or as otherwise provided by the Articles, these Regulations or the Ohio nonprofit corporation law.

Section 3.2. - Number. Except as otherwise provided in these Regulations, the Board of Directors shall consist of (a) three (3) University Directors; plus (b) not less than two (2) nor more than six (6) Community Directors, as determined from time to time by the Members at any annual or special meeting called for the purpose; *provided, however*, that no reduction in the number of Community Directors shall of itself have the effect of shortening the term of office of any incumbent Community Director. Whenever the Members have so determined the number of Community Directors, such number shall be deemed the authorized number of Community Directors until the same shall be changed by the Members. Except as otherwise provided in these Regulations or under the laws of the state of Ohio, each University Director and each Community Director of this Corporation shall have the right to vote on all matters coming before the Board of Directors and shall be counted for purposes of a quorum. Any reference herein to "Director(s)" shall include both the University Director(s) and the Community Director(s).