

Revised

CATALYST INC. BY-LAWS

ARTICLE I Members

1. The members of Catalyst, Inc. (the "Corporation") are the Directors. The election of any person as a Director shall automatically constitute the election of such person as a member of the Corporation. When a Director's service on the Board of Directors ceases for any reason, including not being re-elected, removal, resignation or death, such person shall thereupon cease to be a member of the Corporation. Members have no rights or privileges other than those bestowed upon the Directors.

ARTICLE II Board of Directors

1. The management of the affairs and funds of the Corporation is entrusted to the Board of Trustees, which is herein referred to as the Board of Directors, and the members of which are herein referred to as Directors.
2. The Board of Directors shall have charge of the general interest of the Corporation, being vested with the power (i) to control and manage the affairs, funds, and finances of the Corporation; (ii) to borrow money on behalf of and pledge for the purpose of the Corporation; (iii) to authorize and direct the President, the Secretary, or the Treasurer to execute, under their hands and seals, notes, bonds, or other evidences of indebtedness and to sign, execute, and deliver or direct the Officers of the Corporation to sign, execute, and deliver mortgage or other pledge or pledges of any or all of the Corporation's property, real or personal, and security for the payment of the same; and (iv) to do all lawful things which they may deem expedient to promote the business and interests of the Corporation.
3. The President shall serve, *ex officio*, as a Director with full voting rights and shall be considered for quorum purposes.

4. Upon nomination of the Governance and Nominating Committee and election by the Board of Directors, a Director's term of service shall be three (3) years or, for Directors elected between annual meetings, until the next annual meeting of the Board of Directors. At every third annual meeting of the Board of Directors, upon re-nomination by the Governance and Nominating Committee, a Director shall be eligible for re-election. Directors may be re-elected by the Board of Directors for any number of consecutive terms. The term of service of each Director shall be effective immediately upon his or her election by the Board of Directors.

ARTICLE III Meetings of Board of Directors

1. The Board of Directors shall meet annually in the Spring (March/April) for the re-election of Directors, the election of Officers and the transaction of such business as may properly come before it, and such meeting shall constitute the annual meeting of voting members.
2. In addition to the annual meeting, the Board of Directors will convene for regular meetings two (2) times per year, generally in September and December.
3. The time and place for the annual and any other regular meeting of the Board of Directors shall be designated by the Secretary or the President, and notice of such meeting shall be sent by mail or other means to all Directors at least ten (10) days before the date of such meeting.
4. Special meetings of the Board of Directors may be called at any time by the Chairperson, by the President, or by five (5) Directors by written request to the Chairperson. Notice of any such special meetings, specifying the time, place, and purpose, shall be mailed to all Directors at least five (5) days before the date of the meeting. Subjects not set forth in the notice may only be considered at a special meeting if a majority of Directors present at the meeting consent.
5. Notice of any meeting of the Board of Directors will be deemed waived for any Director who (1) provides a written waiver of notice either before or after the holding of such meeting, which writing shall be filed with or entered upon the records of the meeting, or (2) attends such meeting without protesting prior to or at the commencement of the meeting.
6. At all meetings of the Board of Directors, one-third of all of the Directors who are then members of the Board of Directors, present in person or by any communications equipment authorized by these By-Laws, shall constitute a quorum, but less than a quorum shall have the power to adjourn

from time to time, until a quorum be present. Authorized communications equipment is any that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

7. At all annual, regular, and special meetings, each Director shall be entitled to one (1) vote. Unless otherwise specified herein or by the Board of Directors, the Board of Directors may act upon a majority vote of Directors present at any meeting where a quorum is present. The adoption of a plan of merger or dissolution requires the affirmative vote of two-thirds of the Directors then in office.
8. All meetings of the Board of Directors may be held inside or outside the state of Ohio as specified in the notice of meeting.
9. Any action permitted or required to be taken at any meeting of the Board of Directors may be taken without a meeting if consent by any communications equipment authorized by these By-Laws setting forth the action to be taken is given by a majority (or by a super-majority, if required by these By-Laws) of Directors who are then members of the Board of Directors.

ARTICLE IV **Committees**

1. The Board of Directors shall establish an Executive Committee, consisting, *ex officio*, of the Chairperson, the Treasurer, the Secretary, the President, and any other Director the Executive Committee may from time to time appoint. The Executive Committee shall, except as limited by law, have and exercise all the powers of the Board of Directors between meetings of the Board of Directors. Actions by the Executive Committee shall be reported to the Board of Directors at its next meeting succeeding each action.
2. The Board of Directors may establish a Governance and Nominating Committee and any other committees as it deems advisable.
3. The Chairperson and the President shall be *ex officio* voting members of all committees, except that the President shall not be a voting member of the Governance and Nominating Committee.
4. Each committee may determine the time, place, and notice to be given of its meetings.

ARTICLE V
Officers

1. The Officers of the Corporation shall be a Chairperson, a Secretary, a Treasurer, and such other Officers as the Board of Directors may from time to time elect upon nomination of the Governance and Nominating Committee. One person may hold more than one office in the Corporation except that no one person may hold the offices of Chairperson and Secretary. Every Officer must be a Director. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.
2. At the annual meeting, immediately following the election of Directors, the Directors shall elect the Officers. Each Officer shall be elected for a three (3)-year term, and each shall continue in office until his or her successor shall have been elected and qualified, or until the termination of his or her service on the Board of Directors. An Officer is eligible for reelection to subsequent terms. Any Officer of the Corporation may be removed, with or without cause, by the affirmative vote of two-thirds of the Directors then in office.
3. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors upon the nomination of the Governance and Nominating Committee.
4. Chairperson: Powers and Duties. The Chairperson shall preside at all meetings of the Board of Directors and perform all other duties usually devolving upon a presiding officer or as the Board of Directors may assign to him or her. In the absence of the Chairperson, his or her duties shall devolve upon the Treasurer then the Secretary or, if neither are available, upon such other Director as the Board of Directors shall elect.
5. Secretary: Powers and Duties. The Secretary shall notify or cause to be notified each member of the Board of Directors of all its meetings; issue or cause to be issued all other authorized notices of the Corporation; attend all meetings of the Board of Directors and keep or cause to be kept the minutes thereof in books provided for that purpose; file or cause to be filed with the Ohio Secretary of State a verified statement of continued existence every five (5) years; and perform all the duties customarily incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned to him or her by the Board of Directors. The Secretary may delegate to any other Officer or employee the power to do any and all of the foregoing and, in such event, the acts taken pursuant thereto shall be of the same force and effect as if done by the Secretary.

6. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate books and records of accounts of the Corporation. As requested by the Board of Directors, he or she shall render or cause to be rendered a statement of the Corporation's accounts.
7. President: Powers and Duties. The President shall serve as the Chief Executive Officer of the Corporation. The President is an officer of the Corporation but is not subject to Article V(1), (2) and (3) of these By-laws. The President shall, under the authority of the Board of Directors, have responsibility for overall supervision, direction, and control of the affairs of the Corporation and its staff. The President shall keep the Board of Directors fully informed about the activities of the Corporation. He or she shall have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board of Directors, unless the Board of Directors shall specifically require an additional signature.

ARTICLE VI **Audit of Books**

1. The Corporation's books shall be audited at least once a year by a certified public accountant.

ARTICLE VII **Indemnification and Insurance**

1. To the fullest extent authorized by law, the Corporation shall indemnify any person who is or was a Director, Officer, employee, or volunteer for all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity.
2. The indemnification provided by this Article shall not be deemed exclusive of any rights to which a person seeking indemnification may be entitled under any law, agreement, vote of Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, or employee, or volunteer of the Corporation and shall inure to the benefit of the heirs, estates, executors, administrators and successors of such person.

3. The Corporation may, to the extent authorized by the Board of Directors, purchase and maintain insurance on behalf of any person who is or was a Director, Officer, or employee or volunteer against any liability asserted against and incurred by such person in any such capacity, or arising out of the status of such person, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of law.
4. This Article constitutes a contract between the Corporation and any person eligible to be indemnified hereunder.

ARTICLE VIII **Amendments**

1. These By-laws may be amended or repealed, in whole or in part, by the affirmative vote of the majority of the Directors then in office.
2. The Corporation's Articles of Incorporation may be amended by the affirmative vote of two-thirds of the Directors then in office.

ARTICLE IX **Interpretation of By-Laws**

1. All questions on interpretation, construction, or application of these By-laws shall be decided by the Board of Directors.

Adopted by the Board of Directors on December 1, 2011.