

BYLAWS OF THE BOARD OF DIRECTORS
AIKEY FOUNDATION

ARTICLE ONE: NAME

The name of the organization is the AIKEY FOUNDATION.

ARTICLE TWO: THE BOARD OF DIRECTORS

1. **Control.** The business and property of the Aikey Foundation shall be managed and controlled by a Board of Directors. The Board of Directors shall consist of three (3) individual members, or such other number as may be determined by a majority of the Directors.

2. **Term.** Each Director shall serve until his or her successor is designated or elected, as the case may be, or until his or her earlier resignation, removal from office, or death. A Director may be removed from office at any time by a majority of the quorum at a meeting of the Board of Directors for which the notice has specified that such contemplated action is one of the purposes of the meeting. A Director may resign at any time by giving written notice of such resignation to the Board of Directors.

3. **Vacancies.** If a Director ceases to serve for any reason, his or her successor shall be designated by the Board of Directors.

4. **Meetings.** Meetings of the Board of Directors may be called by the President or Chairman, and must be called by either of them on the written request of any Director on the Board of Directors. The President, Chairman or Vice Chairman of the Aikey Foundation shall preside at all meetings of the Directors.

5. **Notice of Meetings.** Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least four (4) days, or by telephoning the same at least two (2) days, before the meeting to the usual business or residence address of each Director, but such notice may be waived by any Director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Directors' meeting for which proper notice has been given. At any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.

6. **Quorum.** At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by

these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

7. Compensation. Directors shall not receive any stated salary for their services as such, but, by resolution of the Board of Directors, the expenses of attendance may be allowed for attendance at each regular or special meeting of the Board. The Board of Directors shall have power, in its discretion, to contract for and to pay to Directors rendering unusual or exceptional services to the Aikey Foundation compensation appropriate to the value of such services.

ARTICLE THREE: ACTION WITHOUT A MEETING

Any action which may be authorized or taken at a meeting of the Board of Directors, may be authorized or taken without a meeting in a writing or writings signed by all of the Directors, which writing or writings shall be filed with or entered into the records of the corporation.

ARTICLE FOUR: COMMITTEES

The Board of Directors may establish committees, at such times and from time to time, as the Board deems to be in the best interest of the Aikey Foundation. The type of committees, qualifications of members of such committees, terms of office for chairpersons and others, and the responsibilities of such committees shall be as the determined by the Board of Directors.

ARTICLE FIVE: OFFICERS

1. Number. The officers of the Aikey Foundation shall be the President and Chief Executive Officer, Chairman, Vice Chairman, Secretary, and Treasurer. Any two offices, except those of President and Chief Executive Officer and Chairman, may be held by the same person.

2. Election, Term of Office, and Qualifications. The officers shall be elected by the Board of Directors from among such persons as the Board of Directors may deem to be appropriate, and shall serve until their successors are duly elected.

3. Vacancies. In case any office of the Aikey Foundation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Directors then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his or her successor.

4. President/Chief Executive Officer. The President shall preside at all meetings of members. He or she shall have and exercise general charge and supervision of the affairs of the

Aikey Foundation and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

5. Chairman. At the request of the President, or in the event of his or her absence of disability the Chairman shall perform the duties and possess and exercise the powers of the President, and to the extent authorized by law the Chairman shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

6. Vice Chairman. At the request of the Chairman, or in the event of his or her absence or disability, the Vice Chairman shall perform the duties and possess and exercise the powers of the Chairman, and to the extent authorized by law the Vice Chairman shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board of Directors.

7. Secretary. The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine. He or she shall attend and keep the minutes of all the meetings of the Board of Directors. He or she may sign with the President or Chairman, in the name and on behalf of the Aikey Foundation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors. He or she shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

8. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the Aikey Foundation, subject to such regulations as may be imposed by the Board of Directors. He or she may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Directors may require. He or she shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

9. Salaries. The salaries, if any, of all officers shall be fixed by the Board of Directors, and the fact that any officer is a Director of the corporation shall not preclude him or her from receiving a salary or from voting on the resolution providing for the same.

10. Removal. Any officer may be removed from office by the Directors at any regular or special meeting called for that purpose.

ARTICLE SIX: AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Aikey Foundation with such powers and to perform such acts or duties on behalf of the Aikey Foundation as the Board

of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE SEVEN: MEMBERS

The corporation shall be a nonmember organization. Any action required to be taken by the membership or a majority of the membership shall be taken by the Directors or a majority of the Directors.

ARTICLE EIGHT: PROHIBITION OF PRIVATE INUREMENT

No Director or officer of the Aikey Foundation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Aikey Foundation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Aikey Foundation in effecting any of its purposes as shall be fixed by the Board of Directors.

ARTICLE NINE: INDEMNIFICATION

1. Third Party Actions. The Aikey Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action, suit or proceeding by or in the right of the Aikey Foundation) by reason of the fact that he or she is or was a director, officer or employee of the Aikey Foundation, or is or was serving at the request of the Aikey Foundation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Aikey Foundation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Aikey Foundation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. Derivative Actions. The Aikey Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit, including all appeals, by or in the right of the Aikey Foundation to procure a judgment in its favor

by reason of the fact that he or she is or was a director, officer or employee of the Aikey Foundation, or is or was serving at the request of the Aikey Foundation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Aikey Foundation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been finally adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Aikey Foundation unless and only to the extent that the Court of Common Pleas or 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 the Court of Common Pleas or such other court shall deem proper.

3. Rights After Successful Defense. To the extent that a director, officer or employee has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1. or 2., or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

4. Other Determination of Rights. Except in a situation governed by Section 3., any indemnification under Section 1. or 2. (unless ordered by a court) shall be made by the Aikey Foundation only as authorized in the specific case upon a determination that indemnification of a director, officer or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1. or 2.. Such determination shall be made (a) by a majority vote of the directors acting at a meeting at which a quorum consisting of directors who were not parties to such action, suit or proceeding is present, or (b) if such a quorum is not obtainable (or even if obtainable), and a majority of disinterested directors so directs, by independent legal counsel (compensated by the Aikey Foundation) in a written opinion.

5. Advances of Expenses. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the Aikey Foundation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the director, officer or employee, to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Aikey Foundation.

6. Nonexclusiveness; Heirs. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles, these Regulations, any agreement, vote of directors, any insurance purchased by the Aikey Foundation, or otherwise, both as to action in his or her 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 director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. Purchase of Insurance. The Aikey Foundation may purchase and maintain insurance on behalf of any person who is or was an officer, director or employee of the Aikey Foundation, or is or was serving at the request of the Aikey Foundation as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Aikey Foundation would have the power to indemnify him or her against such liability under the provisions of this Article or of the Ohio Non-Profit Corporation Law.

ARTICLE TEN: AMENDMENTS

These Bylaws may be altered, amended or repealed at any meeting of the Board of Directors, by a majority vote of all the members represented either in person or by proxy, provided that the proposed action is set forth in the notice of such meeting.

ACTION BY WRITTEN CONSENT OF DIRECTORS

December 11, 2006

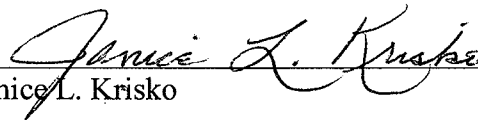
Pursuant to the authority contained in Section 1702.25 of the Ohio Revised Code, the undersigned, being all of the Directors of AIKEY FOUNDATION, an Ohio corporation not for profit, do hereby take and adopt the following action, in writing, without meeting:

Election of Officers. The following persons are hereby designated as officers of the corporation, to serve until their respective successors are duly designated or elected:

Janice L. Krisko	-	Executive Director
Ronald B. Krisko	-	Treasurer
Ronald G. Krisko	-	Secretary
Roy M. Krisko	-	Assistant Secretary



Ronald B. Krisko



Janice L. Krisko