

CODE OF REGULATIONS OF
CINCINNATI'S UNITED LOCAL ARTISTS NETWORK INC.
(C.U.L.A.N. INC.)

ARTICLE 1

The name of this corporation is "Cincinnati's United Local Artists Network Inc"

The founder / CEO of this Corporation is Mr. Keith Little Sr. There shall be a (5) member

“Main Body Executive board” fixed position unless relieved by Executive Board / CEO or self-termination for unconstitutional acts. (*CEO, Vice Chair, Administrative Assistant, Treasurer, Director of Events,*)

Sub-divisions of CULAN are “Culan Kids” / “Gospel” / “Blue, Jazz, R&B” (all branches) of CULAN Charter” which shall have a term limit board of the public

ARTICLE 11 PLACE OF BUSINESS

The principal place of business for the corporation shall be the city of Cincinnati, Ohio, at Mr. Pitiful's 1323 Main St.. Cincinnati, OH or at such street address as the CEO / Executive Officers may from time to time determine.

ARTICLE 111 MEMBERSHIP

The membership of the corporation shall consist of all persons, who by any method devised by the volunteer trustees, (*who are qualified and nominated by the Executive Board or by fellow Trustees*). The Founder and Executive Board of this operation shall be permanent officers to maintain the interest of the organization its origin and intent thereof, therefor exceeds all powers Trustees without limitations shall, express their interest and support of the Corporation, and their desire to be associated with the corporation. Official Sub-division Board membership in the corporation may be subject to bi-annual reaffirmation of interest, or dismissed due to negligence of position held.

ARTICLE 1V Executive & Sub-division Meetings of Members

- (1) The annual meeting of the members of this Corporation shall be held during the month of April each designated at a location and time determined by the Executive trustees of the Corporation after proper notice to all voting members has been established. In the event that such annual meeting is omitted by oversight or otherwise, on the date herein provided for, the President shall cause a meeting in lieu thereof, to be held as soon thereafter as conveniently may be, and any business transacted or held at the annual meeting shall be as valid as if transacted or held at the annual meeting.
- (2) Other meetings of the members may be called by the CEO, President or in case of the CEO's absence, death or disability, the Vice-Chair is authorized to exercise the authority of the President. The Trustees acting at a meeting or a majority of the Trustees without a meeting or by quorum can not be regarded as a functional or meaningful meeting without the Presidents consent or if held in absence of the President.
- (2) Notice of time and place of an annual meeting or other meeting shall be given not less than (7) days nor more than (60) sixty days before the date of the meeting. Such notice shall be given by Mail, Telephone, personal contact or electronic devices, (email, text, internet pages) and need not specify the purpose of the meeting.

(4) The voting members present at any meeting must be (2/3rd) two thirds of full membership to constitute a quorum, or quorum options may be given to CEO or current President of division on a designated meeting and majority membership does not attend.

(5) The affirmative vote of the majority voting members present at which a quorum is present shall be necessary for the authorization or taken of any action voted upon by the members, at a meeting designated by the President.

ARTICLE V TRUSTEES AND DISMISSALS

(1) The Number of Trustees shall be no more than (11) or such other number not less than (3) three, as may be fixed by the members from time to time at the annual meeting or other meeting held for the election of Trustees.

The election of Trustees shall be held at the annual meeting of members, or, if Trustees are not elected then, or if the annual meeting is not held at the time fixed by these regulations, then at a special meeting called for such purpose...an interim may be selected by CEO.

(2) Each Trustee shall hold office until the date fixed by these regulations for the annual meeting of members next following the election of such Trustee, and until his or her successor is elected and qualified, or until his or her early resignation, death, or removal from office. The Trustees named in the Articles of Incorporation shall hold office until the time fixed and or until the successors of such Trustees are elected and qualified, (unless removed from office).

(3) Any Officer or Trustee may be removed from office for conduct unbecoming a Officer or Trustee (*theft, Lie, deceit, endangerment, disorderly, etc.*) or for excessive unexcused absentee. By a majority vote of all the Trustees then authorized by these regulations, or by founder/CEO Such removal may take place at any regular or special called meeting of the Trustees, and the Trustee sought to be removed shall be given the opportunity to defend him or herself.

(4) Should a vacancy occur on the board of Trustees, other then by reason of expiration of term of office, the vacancy shall be filled at any special or regular meeting of the Trustees of the Corporation. for elections, a majority vote of the members of the board is required, provided a quorum is present. The Trustee so elected shall fill the unexpired portion of the term of his or her predecessor.

ARTICLE VI OFFICERS

The “Executive Officers” of this Corporation shall be ***CEO, President, Vice-Chair, Events Director, Administrative Assistant, Treasurer***, who shall not be one of the Trustees of sub-divisions for the purpose of maintaining assistance to sub-divisions & charter organizations located in other cities and states. Said officers of Sub-Divisions shall be chosen by the Trustees of Sub-Division Committees by majority vote, (an interim may be selected by CEO) and shall hold office until the date fixed by these regulations for the annual meeting of the members next following the election of such officers, and until their successors are elected and qualified

ARTICLE V11
DUTIES OF OFFICERS

(1) The **CEO** shall preside at all Executive Board meetings of the Corporation, sign all checks and records thereof, and perform generally all of the duties usually performed by CEO of like Corporations, and such other also further duties and shall be from time to time asked of him or her by the Trustees, the CEO shall be in charge and delegate the affairs of the Corporation and its Sub-Divisions & Charters. (*Sub-division Branche shall not have a separate checking account of Culan*)

(2) The **President** of each division or charter shall be the chief executive and administrative officer of said division of corporation, shall have general supervision of the business and finances of it's division, shall see that all orders and resolutions of the Board of Directors or Executive Board of Directors are carried into effect and shall, in the absence of the Chief Executive Board, preside at all meetings of their unit and directors. The President may not execute all bonds, deeds, mortgages, conveyances, contracts and other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board of Directors or by the CEO, of the corporation, or shall be required by law otherwise to be signed or executed. The CEO shall have the power to appoint, determine the duties and fix the compensation of such agents and employees as in his judgment may be necessary or proper for the transaction of the business of the corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may from time to time be assigned to him by the Board of Directors or Executive Board. The Board of Directors may confer like power on any other person or persons, except those that by statute are conferred exclusively on the President

(3) **Vice-Chairman** shall perform all the duties of the CEO in case of his/her absence, death or disability of the CEO. In case both CEO and Vice-Chairman are absent, or unable to perform their duties, the **"Director of Events"** may be an acting president temporarily during a planned/scheduled meeting set by CEO or unless annual meeting.

(4) **Administrative Assistant** shall keep the minutes of all the meetings / proceedings of the members, agents and Trustees of this Corporation and to keep accurate records with treasurer. Make a proper record of transactions, which shall be attested by him or her and generally perform duties as may be required of him/her by the CEO or Executives and Trustees or divisional Presidents.

(5) **Treasurer** shall receive and have of charge all monies and securities to be deposited belonging to this Corporation and shall disburse, after signature of the CEO. (*The same shall be or ordered by the CEO*). He or she shall keep an accurate account of all monies received and disbursed by him/her and shall relay info with secretary, also generally perform such duties as may be required of him/her by the President or Trustees. On expiration of his/her term of office, he/she shall turn over to the successor, Treasurer, or the Trustees all monies and property of the Corporation to his/her successor.

(6) **Event Director** shall control the intrest of all event once directed by the CEO or if absent the Vice-Chairman, he/she then must report progress and handle grievance or pass on to security if it's out of hand. And if he/she is found to be unfair the board or CEO may relieve he/she if found negligent after the right of defending him/herself.

(7) **Salaries** of all officers and agents of the corporation shall be fixed by the CEO (*or in case of subdivision*) by Executive Board of Directors. Any payments made to an officer of the corporation as compensation, salary, commission, bonus, interest, or rent, or in reimbursement of entertainment or travel expense incurred by said officer, shall be, to the greatest extent practical, a deductible expense of the corporation for Federal income tax purposes.

Designations.

The initial officers of the sub-corporation shall be chosen by the Executive Board of Directors and shall be a Chairman of the Board of Directors (if one shall be elected by the Official Board of Directors), a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may also choose additional Vice Presidents, and one or more Assistant Secretaries and Assistant Treasurers. Any number of offices may be held by the same person, unless applicable law, the Certificate or these bylaws otherwise provide.

ARTICLE V111
Order of business

Unless this regulation is suspended by a majority vote of the member present at any meeting of the members, the order of business at all members meeting shall be as follows:

- (1) Reading of the minutes of the last preceding meeting of members;
- (2) Reading of reports and statements;
- (3) Unfinished business;
- (4) Election of Trustees if in order at the meeting in question;
- (5) New or miscellaneous business;

ARTICLE 1X
Amendments

These regulation may be amended, supplemented or repealed (except CEO and Executive options) by the affirmative vote of the majority of the card carrying voting members of the Culan Corporation present at any properly called meeting of the members.

ARTICLE X
Indemnification of Officers and Trustees

(1) **Definitions:** As used herein, the term "Trustees" shall include each former and present member of the board of Trustees of the Corporation and the term "Executive officer" shall include each present and former officer of the Corporation as such. The term officer shall mean the CEO, Vice-Chair, President, Vice-President, Treasurer, Secretary, Director, and each assistant. The terms "Officers" include position of resident Trustees. The term "expense shall include, but shall not be limited to, reasonable amounts for attorneys' fees, cost, disbursements and other expenses and the amount or amounts of judgments, fines, penalties and other liabilities.

(2) Trustees assumes certain legal duties and responsibilities and has fiduciary obligations to such organization, each trustee and officer shall be and is hereby indemnified by the Corporation against,

(i) expenses actually incurred of paid by him or her in connection with any claims made against him or her, or any actual or threatened action, suit or proceeding (civil, criminal, administrative, investigative or other including appeals, considering they are relating to a date prior to the date of adoption of these regulations) in which he or she may be involved as a party or otherwise, by reason of his or her having been a trustee or officer, or by reason of any action taken or not taken by him or her in such capacity, and

(ii) the amount or amounts paid by him or her in settlements of any such claims, action suits or proceedings or any judgments or order entered therein.

(3) The Corporation shall have the power to but shall not be obligated to purchase and maintain insurance at its expense on behalf of any person or any person who is are was a trustee or officer against any liability asserted against him or her and incurred by him or her in any such capacity arising out of this status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

(4) The Corporation may purchase and maintain insurance, in such amounts as the Executive Board shall deem necessary, to protect the Corporation against liability arising out of the actions or omissions of its trustees, officers and employees.

I, _____, hereby adopt the code of regulations annexed hereto as the code of regulations for Cincinnati's United Local Artists Network Inc. (C.U.L.A.N. Inc.)

Date: _____ X _____
Signature