

# BYLAWS OF THE GREEN SCHOOLS FOUNDATION

*Amended and Restated January 16, 2016*

PREAMBLE As used in these Bylaws the term “Corporation” or “Foundation” shall mean the “Green Schools Foundation”.

## ARTICLE I GOVERNANCE

The corporation shall be governed by a board of trustees who shall be either:

- A. Past or current residents of Green, Ohio (formerly the township of Green);
- B. Alumni of Green Local Schools, Summit County, Ohio;
- C. Past or present employees of Green Local Schools, Summit County, Ohio;
- D. Individuals who own property in Green, Ohio, own a business in Green, Ohio, or are employed by a business with a location in Green, Ohio.

## ARTICLE II BOARD OF TRUSTEES

### SECTION 1. NOMINATION AND ELECTION

- A. New Trustees shall be elected by a majority vote of the members of the Board of Trustees at the meeting preceding the start of the new fiscal year or at a special meeting called for that purpose.
- B. Candidates for the Board of Trustees shall be nominated by a nominating committee. The nominating committee shall be composed of at least 2 Trustees appointed by the President.
- C. At the meeting preceding the meeting when elections will be held, the nominating committee shall present a slate of nominees to fill officer and committee positions on the Board of Trustees. Nominations may also be made from the floor so long as the person nominated has previously consented in writing to serve if elected.
- D. In the case of an unexpired term, names of potential candidates may be submitted to the President of the Board of Trustees at any time after the vacancy occurs and the position may be filled by a majority vote at any time after the vacancy occurs.

### SECTION 2. NUMBER AND COMPOSITION

The Board of Trustees shall consist of not less than fifteen (15) nor more than twenty-seven (27) members, excluding the ex-officio members of the Board of Trustees.

- A. A majority of the Trustees shall at all times be persons other than “substantial contributors,” as defined in Section 507(d)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future federal Internal Revenue laws), to the Corporation or persons related to a substantial contributor in the manner described in subsections (C) or (D) of Section 4946(a)(1) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future federal Internal Revenue law);
- B. The following persons may serve as elected members of the Board of Trustees with full voting powers, however if not elected they shall be ex-officio members with no voting privileges:
  - 1. The superintendent of Green Local Schools, Summit County, Ohio;
  - 2. The Director of Learning and Teaching for Green Local Schools, Summit County, Ohio, or the person in a comparable position;
  - 3. An elected member of the Green Board of Education as appointed by the Board of Education President;
  - 4. The mayor of Green, Ohio.

### **SECTION 3. POWERS AND DUTIES**

In addition to those duties imposed upon Trustees, generally by operation of law, the following are the powers and duties of the Trustees:

- A. To accept and expend funds in support of such curricular and extracurricular activities, programs and facilities of the Green Local School District as the Board of Trustees of the Corporation may from time to time determine; and to provide financial assistance to such graduates of said schools to assist in their post-secondary education as the Board of Trustees may from time to time determine.
- B. To take and hold by bequest, devise, gift, purchase, or lease either absolutely or in trust, for any of its purposes, any property, real or personal, without limitation as to amount or value; to sell, convey, manage, use, operate, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income and principal of the Corporation for any of the purposes hereinbefore set forth.
- C. The Board of Trustees may refuse, on behalf of the foundation, to accept any gift, grant, bequest, contribution, or device (1) when there is a question as to whether the purpose or timeliness of such is compatible with the ideals, objectives, and programs of the foundation; or (2) when the conditions, limitations or purposes of such are deemed unacceptable.
- D. To submit an annual financial report for public review in accordance with its status and legal requirements as a tax exempt foundation.

### **SECTION 4. TERM OF OFFICE**

- A. The initial Board of Trustees will be composed as follows: approximately one-third of its members appointed to a one-year term; approximately one-third of its members appointed to a two-year term; and approximately one-third of its members appointed to a three-year term.
- B. At the expiration of the terms provided in Paragraph A, full terms of office for members of the Board of Trustees will be for a period of one year from the date of the annual meeting of the members at which the full term commenced, or until his or her respective successor is elected or until his or her resignation, death or removal.

#### **SECTION 5. RESIGNATION, REMOVAL AND VACANCY**

- A. A Trustee may resign at any time by instrument in writing to that effect filed with the Secretary or any officer of the Corporation other than himself or herself. A Trustee may be removed with just cause by the affirmative vote of the Board of Trustees at a regular or special meeting of the Trustees.
- B. Whenever any vacancies shall occur among the Trustees, the remaining Trustees shall constitute the Trustees of the Corporation until such vacancy is filled or until the number of Trustees is changed. The members of the Corporation may, by vote of a majority of their number, fill any vacancy for the unexpired term.

#### **SECTION 6. VOTING, QUORUM AND ADJOURNMENTS**

- A. At meetings, the presence of a majority of the Trustees shall constitute a quorum, provided that any meeting duly called may, by vote of a majority of the Trustees present, adjourn from time to time and place to place in which case no further notice of the adjourned meeting need be given. At any meeting of the Trustees, all questions and business shall be determined by the affirmative vote of not less than a majority of the Trustees present, except as the Articles of Incorporation or these by-laws may require the affirmative vote of a greater number of Trustees.
- B. In lieu of a meeting, when alternative communication methods such as electronic media are necessary, all questions and business shall be determined by the affirmative vote of not less than a majority of the Trustees, except as the Articles of Incorporation or these by-laws may require the affirmative vote of a greater number of Trustees.

#### **SECTION 7. ANNUAL MEETING**

The annual meeting of the Board of Trustees shall be held in the first month of the fiscal year or at such other time as may be fixed by the Executive Committee.

#### **SECTION 8. REGULAR MEETINGS**

Regular meetings of the Trustees shall be held at least monthly at such time and place as is determined by the President and set forth in the Notice of Meeting.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Trustees may be held at any time upon call by the President or by any two Trustees. Notice of each such meeting shall be given to each Trustee not less than 7 days prior to such meeting. Unless otherwise specified in the notice thereof, the business to be transacted at any special meeting shall be limited to that set forth in the Notice of Meeting.

## **SECTION 10. NOTICE AND WAIVERS OF NOTICE**

- A. Except as otherwise provided in these Regulations, notice of each annual or regular meeting of the Trustees shall be given by the Secretary, President, or Vice President to each Trustee by letter, e-mail, phone call, or in person not less than three (3) nor more than thirty (30) days prior to such meeting. Such notice shall include the meeting agenda. Unless otherwise limited in the notice thereof, any business may be transacted at any annual or regular meeting.
- B. Notice of special meetings shall be governed by Article II Section 9 of these Regulations.
- C. Any Trustee may waive notice of any meeting and, by attending any meeting without protesting the lack of proper notice, shall be deemed to have waived notice thereof.

## **SECTION 11. COMPENSATION**

Trustees shall not receive salaries, fees, or compensation for their service as Trustees or their attendance at any meeting or committee meeting of Trustees.

## **SECTION 12. CONFLICT OF INTEREST**

A Trustee having a conflict of interest or conflict of responsibility on any matter involving the Corporation and any other business entity or person shall refrain from voting on such matter. No Trustee shall use his or her position as a Trustee of the Corporation for his or her own direct or indirect financial gain.

## **ARTICLE III** **OFFICERS**

### **SECTION 1. OFFICERS DESIGNATED**

The Trustees, at the meeting preceding their annual meeting, or at a special meeting held in lieu thereof, shall elect by majority vote a President, Vice President, Treasurer, and, at their discretion, such other officers as the Trustees may see fit. All officers shall be members of the Board of Trustees. Any two or more of such officers other than that of President, Vice President, or Treasurer, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

### **SECTION 2. TENURE OF OFFICE**

Officers of the Corporation shall hold office until the next annual meeting of the Trustees and until their successors are chosen and qualified, except in case of resignation, death, or removal. The Trustees may remove any officer at any time with just cause by a majority vote of the Trustees in office at the time. A vacancy, however created, in any office may be filled by the majority vote of the Trustees at any special meeting thereof.

### **SECTION 3. PRESIDENT**

The President shall preside at all meetings of the Trustees. Unless otherwise determined by the members, the President shall have authority to represent the Corporation at meetings of shareholders of other corporations in which the Corporation holds shares, and to execute on behalf of the Corporation discretionary or restricted proxies. The President may execute all authorized deeds, mortgages, bonds, contracts, or other obligations, in the name of the Corporation, and shall have such other powers and duties as may be prescribed by the members.

### **SECTION 4. VICE PRESIDENT**

The Vice President shall have powers of the President during the absence or incapacity of the President or when there is a vacancy in the office of President, and shall have such other powers and duties as may be prescribed by the Trustees.

### **SECTION 5. TREASURER**

The Treasurer shall receive and have in charge all money, bills, notes, bonds, stocks in other corporations and similar property belonging to the Corporation and shall do with the same as shall be ordered by the Trustees. The Treasurer shall keep accurate financial accounts, and hold the same open for inspection and examination of the Trustees. On the expiration of the Treasurer's term of office, the Treasurer shall turn over to the successor Treasurer, or the Trustees, all property, books, papers, and money of the Corporation in the Treasurer's hands. The Treasurer shall have such other powers and duties as may be prescribed by the Trustees.

### **SECTION 6. OTHER OFFICERS**

The other officers, if any, shall have such powers and duties as the Trustees may prescribe.

### **SECTION 7. DELEGATION OF DUTIES**

- A. The Trustees are authorized to delegate the duties of any officers to any other officer and generally to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

- B. The Trustees shall appoint a secretary, who will not be a member of the board of trustees. The secretary shall attend and keep the minutes of all meetings of the Trustees, keep such books as may be required by the Trustees, and shall give all notices of meetings of Trustees, provided, however, that any persons calling such meetings may, at their option, themselves give such notice. The secretary shall have such other powers and duties as may be prescribed by the Trustees. **SECTION 9. COMPENSATION**

No Trustee shall receive compensation for serving as an officer. The necessary expenses of the Trustee, incurred while performing his/her duties, may be authorized for reimbursement.

### **SECTION 10. BOND**

Any officer or employee, if required by the Trustees, shall give bond in such sum and with such security as the Trustees may require for the faithful performance of his or her duties. The cost of such bond shall be paid by the Foundation.

### **SECTION 11. SIGNING CHECKS AND OTHER INSTRUMENTS**

The Trustees are authorized to determine or provide the method of determining how checks, notes, bills of exchange and similar instruments shall be signed, countersigned or endorsed. Two signatures of Board members will be required on all instruments effecting the movement of funds or payment of same.

## **ARTICLE IV** **COMMITTEES**

### **SECTION 1. STANDING COMMITTEES**

- A.** There shall be at least five standing committees, including:
  - 1) Board Development
  - 2) Celebration of Education
  - 3) Communications
  - 4) Enrichment
  - 5) Resource Development
- B.** Each committee shall be headed by a chair person.
- C.** The Trustees, at the meeting preceding their annual meeting, or at a special meeting held in lieu thereof, shall elect by majority vote the standing committee chairs who shall be members of the Board of Trustees. At the discretion of the Board, a person may hold more than one chair or committee position.
- D.** Committee chairs shall hold office until the next annual meeting of the Trustees and until their successors are chosen and qualified, except in case of resignation, death, or removal. The Trustees may remove any committee chair at any time with just cause by a majority vote of the Trustees in office at the time. A vacancy, however created, in any office may be filled by the majority vote of the Trustees at any special meeting thereof.
- E.** Each committee, at the discretion of the chair person, may include individuals who are not members of the Board of Trustees; however these individuals must meet the criteria set forth in Article I. These committee members shall be selected by the chair of the committee.

- F. Committees shall submit proposed budgets as directed by the board, submit reports at each meeting of the board or such other times as the board may require, and perform such other duties as may be assigned from time to time by the Trustees. Consistent with its areas of responsibility, the articles of incorporation, and the bylaws, each committee shall recommend to the Board of Trustees for adoption such bylaws and rules as the committee considers necessary or advisable, may adopt interim rules pending approval by the board, and is responsible for enforcing bylaws and rules affecting its areas of responsibility. Each committee shall cooperate, and coordinate its activities with other committees whose responsibilities may overlap.

## **SECTION 2: SPECIAL COMMITTEES**

The Board of Trustees may from time to time create special committees and assign them duties as the board considers necessary or advisable. The life of a special committee shall not extend beyond the term of the board which creates it, unless the board specifies that the special committee is to be permanent or that its life is to extend until completion of its task, or unless the incoming board renews the committee for the board's term. Members of special committees shall be appointed by the president with the advice and consent of the Board of Trustees, and may include individuals who are not currently Board members. The board may disband a special committee at any time.

## **SECTION 3. DELEGATION OF DUTIES**

The activities of all committees are subject to the direction and review of the Board of Trustees. The Board may at any time modify or rescind any act of a committee. The Trustees are authorized to delegate the duties of any committee.

## **SECTION 4. COMPENSATION**

No committee chair, vice chair, or committee member shall receive compensation for serving. The necessary expenses of the committee chairs and vice chairs, incurred while performing their duties, may be authorized for reimbursement.

## **SECTION 5. BOND**

Any committee chair and/or vice chair, if required by the Trustees, shall give bond in such sum and with such security as the Trustees may require for the faithful performance of his or her duties. The cost of such bond shall be paid by the Foundation.

## **ARTICLE V** **INDEMNIFICATION OF TRUSTEES AND OFFICERS**

The Corporation shall indemnify any Trustee or officer or any former Trustee or officer of the Corporation or any person who is or has served at the request of the Corporation as a member, director, officer or Trustee of any corporation, joint venture, trust, or other enterprise (and his or her heirs, executors, and administrators) against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her by reason of the fact that he or she is or has such Trustee, officer, or director in connection with any

threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative to the extent and according to the procedures and requirements set forth in the Ohio Non-Profit Corporation Law. The indemnification provided for herein shall not be deemed to restrict the right of the Corporation to indemnify employees, agents and others as permitted by such law.

**ARTICLE VI**  
**ACCOUNTING PERIOD**

The annual accounting period for the Corporation shall end on June 30<sup>th</sup>.

**ARTICLE VII**  
**PROVISIONS IN ARTICLES OF INCORPORATION**

These Regulations are at all times subject to the provisions of the Articles of Incorporation of the Corporation (including in such term whenever used in these bylaws, amendments thereto).

**ARTICLE VIII**  
**AMENDMENTS**

These bylaws may be altered, changed or amended in any respect or superseded by new bylaws in whole or in part, by the affirmative vote of a majority of the Trustees of the Corporation at an annual or special meeting called for such purpose or without a meeting by the unanimous written consent of the voting Trustees of the Corporation.