

AMENDED CODE OF REGULATIONS
OF THE
EUCLID PUBLIC SCHOOLS ALUMNI ASSOCIATION

ARTICLE I - ADOPTION OF AMENDED CODE OF REGULATIONS

The existing Code of Regulations of the Euclid Public Schools Alumni Association (hereinafter, the "Corporation"), a non-profit, 501(c)(4), corporation organized under the laws of the State of Ohio, is hereby revoked in its entirety and replaced by this Amended Code of Regulations adopted pursuant to Chapter 1702 of the Ohio Revised Code.

ARTICLE II - MEMBERS

Section 1. Members of the Corporation (hereinafter, "Members") shall consist of all persons eighteen years of age or older who have been accepted for membership as alumni of, or as other persons interested in, the Euclid City Schools, and are current in their payment of dues to the Corporation in such amounts as shall have been determined by the Board of Trustees of the Corporation (hereinafter referred to as the "Board of Trustees," the "Trustees," or the "Board"). Each such Member shall have one vote.

Section 2. An Annual Meeting of the Members for the election of Trustees, consideration of reports, and for such other business as may be brought before the meeting, shall be held at such time each year as shall be specified by the Board.

Section 3. Special Meetings of the Members may be held at any time upon call by the President, by three or more Trustees, or by at least twenty (20) Members.

Section 4. Meetings of the Members may be held at such places within the State of Ohio as the Board of Trustees shall determine. Any Annual Meeting or Special Meeting may be held through any electronic or telephonic communication equipment provided that all persons participating can hear each other and those leading the meeting are within the State of Ohio. Participation in a meeting through such electronic or telephonic means shall constitute presence at such meeting.

Section 5. Notice of each Annual or Special Meeting of the Members shall be provided by publication in the Corporation's newsletter or by separate mail or e-mail, website, or other electronic communication or in person not less than ten (10) nor more than thirty (30) days prior to the date of such meeting. Any Member may waive notice of any meeting in writing either before or after such meeting, and by attending any meeting without protesting any lack of proper notice prior to the commencement of such meeting, shall be deemed to have waived notice thereof. Unless specifically limited elsewhere in these Regulations, or under Ohio law, or in the notice of the meeting, any business may be transacted at any Annual or Special Meeting of the Members.

Section 6. All matters coming before any meeting shall be decided by a majority of the Members present, either in person or by proxy or by electronic or telephonic communication, at the meeting. The presence of the lesser of (a) one-third of the Members or (b) twenty (20) or more Members, either in person or by proxy or by electronic or telephonic communication, shall constitute a quorum at any meeting of Members. Any action that may be authorized or taken at a meeting of the Members may be authorized or taken without a meeting though an action in writing signed by a majority of the Members.

ARTICLE III - BOARD OF TRUSTEES

Section 1. Except as otherwise provided in these Regulations, the Articles of Incorporation of the Corporation, and the laws of Ohio, the Corporation shall be governed and all of the corporate powers and authority of the Corporation shall be exercised by the Board of Trustees, and all property, assets and business of the Corporation shall be subject to its direction and control. Any authority of the Board of Trustees may be delegated by it to such persons or committees as it may determine. No Trustee shall be required to furnish any bond or surety for the faithful performance of his or her duties. No Trustee shall be entitled to or shall receive any compensation for attendance at meetings of the Trustees or other services rendered to the Corporation as a Trustee, provided, that the Trustees may authorize the reimbursement to any Trustee of expenses necessarily incurred by him or her in the performance of his or her duties as Trustee.

Section 2. The number of Trustees, which shall not be less than three (3) and no more than twelve (12), may be fixed or changed at any Annual or Special Meeting of the Members of the Corporation, at which a quorum is present, either in person or by proxy or by electronic or telephonic communication, by a majority of Members so present, plus as *ex officio* Trustee, with full voting rights, the person serving from time to time as the Superintendent of the Euclid City School District. The number of Trustees elected shall be deemed to be the number of Trustees fixed unless otherwise established by resolution adopted at the meeting at which such Trustees are elected. Each such Trustee shall have one vote.

Section 3. The Trustees shall be elected by majority vote of the Members present, either in person or by proxy or by electronic or telephonic communication, at the Annual Meeting, or Special Meeting called for election of Trustees. Each Trustee shall hold office until the next Annual Meeting, or Special Meeting for the election of Trustees held in lieu thereof, and until such Trustee's successor has been elected, or until such Trustee's earlier resignation, removal from office, incapacity, or death.

Section 4. Any Trustee may be removed from office with or without cause by a majority of the Members present at a Membership Meeting called for such purpose, or by the affirmative vote of two-thirds (2/3rds) of the total number of Trustees then serving on the Board, cast at any meeting of the Board in respect of which prior notice of such proposed removal has been given to all Trustees.

Section 5. Any vacancy occurring in the Board from any cause may be filled by

election of a Successor Trustee by the affirmative vote of a majority of the remaining Trustees, though less than a quorum of the Board. Any such Successor Trustee shall hold office until the next Annual Meeting, or Special Meeting for the election of Trustees held in lieu thereof, and until any such Trustee's successor has been elected, or until such Trustee's earlier resignation, removal from office, incapacity, or death.

Section 6. 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. In addition, notwithstanding any other provisions of these Regulations or Chapter 1702 of the Ohio Revised Code concerning the rights and duties of the Trustees, the rights and duties of the *ex officio* Trustee shall be subject at all times to whatever limitations may be necessary in order to ensure compliance with the Ohio Ethics Law and related statutes and applicable common law principles regarding conflicts of interest of public officials.

ARTICLE IV - MEETINGS OF THE BOARD OF TRUSTEES

Section 1. The Board shall hold regular meetings at least quarterly, including an Annual Meeting for the election of Officers. Such meetings shall be held at the office of the Corporation, or such other time and place as the President or a majority of the Board shall from time to time determine. Regular meetings of the Board may be held at previously scheduled times without further call or notice. Any meeting of the Trustees may be held through any electronic or telephonic communication equipment provided that all persons participating can hear each other. Participation in a meeting through such electronic or telephonic means shall constitute presence at such meeting.

Section 2. Special meetings of the Board may be called by the President, or by any two (2) Trustees by giving each Trustee written notice of the time, place and, when required, purpose of such special meeting at least two (2) business days prior to such meeting.

Section 3. A majority of the number of Trustees in office constitutes a quorum of the Board for the transaction of business.

Section 4. The act of a majority of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by this Code of Regulations. At any meeting, any business of whatever nature may be considered and acted upon unless the notice of the meeting specified otherwise.

Section 5. Any action required by law to be taken at a meeting of Trustees, or any action which may be taken at a meeting of Trustees, may be taken without a meeting if a unanimous consent in writing setting forth the action so taken shall be signed by all of the Trustees.

Section 6. The Board shall have the general supervision and charge of the operations, property, affairs, and finances of the Corporation. The Board shall oversee the Officers and

the Alumni Director in their execution of their responsibilities and shall determine policy for the Corporation, subject to limitations imposed by Ohio Law, the Articles of Incorporation and this Code of Regulations.

Section 7. Without limiting the generality of the foregoing general powers and subject to the limitations imposed by Ohio Law, the Articles of Incorporation, and this Code of Regulations, it is expressly declared that the Board shall have the following specific powers: (a) to elect, hire, appoint, remove, and supervise all Officers, agents, and employees of the Corporation and prescribe such powers and duties for them as the Board may deem appropriate; (b) to regulate the commencement, defense, or other appearance of the Corporation in any litigation and to engage counsel for the Corporation in respect of such litigation; (c) to assume any obligations, enter into any contracts, and do any acts incidental to the transaction of the Corporation's business, or to the attainment of its corporate purposes; (d) to sell, convey, alienate, transfer, lease, assign, exchange and dispose of the property of the Corporation; and (e) to purchase, hold, lease, or otherwise acquire property, real, personal and mixed, on behalf of the Corporation and to accept property by will, bequest or gift.

ARTICLE V - OFFICERS

Section 1. The Officers of the Corporation shall be elected by the Board of Trustees and shall consist of the President, a Vice President, the Alumni Director, the Secretary and the Treasurer (who shall all also be serving as Trustees), and such Assistant Secretaries, Assistant Treasurers, and other Officers as the Trustees may deem necessary or desirable. The offices of Vice President and Alumni Director may be combined in a single individual, as may any other offices, as the Trustees, in their absolute discretion, may determine.

Section 2. Any Officer may be removed, with or without cause, at any time by vote of a majority of the Trustees present at a meeting the notice of which specified the action to be considered.

Section 3. Any Officer may resign at any time by instrument in writing to that effect filed with any Officer of the Corporation other than himself or herself.

Section 4. Except in case of death, resignation, incapacity or removal, Officers shall serve until the close of the next annual meeting of the Board of Trustees and until their respective successors are elected. A vacancy in any office may be filled by the Board of Trustees.

ARTICLE VI - DUTIES OF OFFICERS

Section 1. The President shall be the Chief Executive Officer of the Corporation and have general supervision and direction of the affairs of the Corporation, shall serve as chairman of the Board of Trustees, shall be an *ex-officio* member of all committees, and shall perform such other duties as the Board may require.

Section 2. The Vice President shall have the 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 perform such other duties as the Board may require.

Section 3. The Alumni Director shall be the Chief Operating Officer of the Corporation and shall perform such duties as the Board may require.

Section 4. The Secretary shall keep records of the proceedings of all meetings of the Board at which he or she may be present. He or she shall perform all the usual duties of the office, and such other duties as the Board may require.

Section 5. The Treasurer shall submit to the Board at each Annual Meeting a report reviewing the operations of the Corporation for the previous year, and shall also submit at other meetings of the Board such other reports as the Board may require. He or she shall perform all the usual duties of the office, and such other duties as the Board may require. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by two (2) Officers or Trustees.

Section 6. Any other Officers of the Corporation shall have such duties as the Board may determine.

ARTICLE VII - INDEMNIFICATION AND INSURANCE

Section 1. The Corporation may agree to indemnify and hold any Trustee or Officer or any former Trustee or Officer of the Corporation (or any Member, employee, agent or volunteer "other person", or former such person, described in and entitled to indemnification under Section 1702.12(E) of the Ohio Revised Code, and as such section may be amended from time to time), and his or her heirs, executors and administrators, harmless from and against any and all claims, penalties, suits, expenses, including attorneys' fees, or judgments, including any amount paid in settlement of any claim or alleged claim which may arise or be assessed against such Trustee or Officer, or other such person, by reason of the fact that he or she is or was a Trustee or Officer, or arising out of service to the Corporation in some other capacity. Any such indemnification may be made in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and in any way arising out of such Trustee's or Officer's or other person's duties with the Corporation, to the full extent permitted by said Section.

Section 2. The Corporation may purchase and carry insurance on behalf of any person described above against any liability asserted against such person or incurred by such person in such capacity or arising out of his or her status as such, regardless of whether the Corporation would have power to indemnify him or her against such liability. In such case, recourse shall be made to any such insurance prior to the satisfaction of any claim for indemnification directly from the assets of the Corporation.

Section 3. Notwithstanding the above, the Corporation shall not indemnify, pay the expenses of, or purchase and maintain insurance for any person in connection with any suit in which the liability of a Trustee or Officer under section 1702.55 of the Revised Code (or under any similar successor provision) is the only liability asserted. Also, Section 1702.12(E)(5) of the Ohio Revised Code shall not apply to the Corporation to the extent that it may require the indemnification of volunteers (as that term is defined in Chapter 1702 of the Ohio Revised Code) other than Trustees and Officers of the Corporation.

Section 4. The indemnification provided under this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Regulations, any agreement of insurance purchased by the Corporation, vote of Trustees or otherwise, and shall continue as to a person who has ceased to be a Trustee, Officer, Member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person; however, there shall be no duplicate payments by or on behalf of the Corporation.

ARTICLE VIII - MISCELLANEOUS

Section 1. Unless otherwise ordered by the Trustees, the President in person or by proxy or proxies appointed by him shall have full power and authority on behalf of the Corporation to vote, act and consent with respect to any shares or other securities having voting rights issued by other corporations and which the Corporation may own.

Section 2. The Corporation shall keep and maintain adequate and proper records of the membership as required by law.

Section 3. The Corporation's fiscal year shall be determined by the Trustees.

Section 4. In case any provision of these Regulations shall be inconsistent with the Articles, the Articles shall govern.

ARTICLE IX - AMENDMENT OF REGULATIONS

These Regulations may be amended or new Regulations may be adopted by the affirmative vote of a majority of the Alumni Members of the Corporation who are present, either in person or by proxy or by electronic or telephonic communication, at a meeting of Members, the notice of which specified the amendments to be considered at the meeting.

Adopted: March 23, 2019

Attest: _____



Greg Fondran
Director, Euclid Public Schools Alumni Association