CODE OF REGULATIONS OF OHIO AFTERSCHOOL NETWORK, INC.
AN OHIO NONPROFIT CORPORATION

ARTICLE I. INTRODUCTION

Definition of Regulations

1.01. These Regulations constitute the code of rules adopted by the incorporators of Ohio Afterschool Network, Inc. (hereinafter, "Corporation") in order to conduct and manage the affairs of the Corporation.

Purposes, Authority, and Powers

1.02. This Corporation shall have the purposes, authority, and powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of the State of Ohio (ORC Chapter 1702) or any successor legislation.

1.03. The primary purpose of this Corporation is to engage in charitable, educational, philanthropic, and policy advocacy activities dedicated to the benefit of young people and afterschool educators across the State of Ohio.

ARTICLE II. OFFICES AND STATUTORY AGENT

Principal and Branch Office

2.01. The principal place of business of this Corporation in Ohio will be located at 74 W. William St, #104, Delaware, OH 43015. In addition, the Corporation may maintain other offices either within or without the State of Ohio as its business requires.

Statutory Agent

2.02. The statutory agent for this Corporation is Nichelle Shaskus, LPA, 74 W. William St, #104, Delaware, OH 43015.

ARTICLE III. MEMBERSHIP

Definition of Membership

3.01. Membership shall be composed of individuals interested in promoting the purpose of the Network. The organization does not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, military status, or any other class or status protected by law in regard to membership or any of its activities or operations.
Class of Members

3.02. The Corporation shall have Members. Membership levels, fees, and privileges, including voting privileges, shall be determined by the Corporation’s Board of Directors (hereinafter, “Board”).

Admission of New Members

3.03. The Corporation may admit new Members to the Corporation at any time.

Place of Members’ Meetings

3.04. Meetings of Members will be held at the principal place of business of this Corporation in the State of Ohio, or at another location as determined by the Board of this Corporation, upon timely notice to the Members.

Annual Members’ Meetings

3.05. The annual meeting of the Corporation shall be held once a year at a time and place to be set by the Board. At the annual meeting, the voting Members shall elect Directors, receive reports on the activities of the Corporation, and act on all other business properly before the members.

Special Members’ Meetings

3.06. Special meetings of the Members may be called by any of the following:
   (1) The Executive Director of the Corporation.
   (2) A member of the Executive Committee.
   (3) Fifty percent or more of the voting Members, as set forth in Section 3.02 above, as requested in writing and submitted to the Board.

Notice of Members’ Meetings

3.07. Written, printed, or electronic notice, stating the place, day, and hour of a Members’ meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than fourteen (14) days before the date of the Members’ meeting.

Voting Rights of Members

3.08. Each Member authorized to vote under Section 3.02 above shall be entitled to one vote on each matter submitted to a vote for the Members. Votes on matters submitted to the Members may be conducted in any manner deemed appropriate by the Board. A Member may not designate a proxy to vote on his/her behalf.
Quorum of Members

3.09. Those Members entitled to vote at any meeting of the Members of the Corporation, and who are present at any meeting of the Members, shall constitute a quorum for such meeting. At a meeting at which there is a quorum present, a simple majority affirmative vote of those present is required to pass a motion, except those motions otherwise defined in these bylaws.

Transferability of Membership

3.10. Membership in this Corporation may be transferable upon receipt and approval of a written request detailing the proposed transfer by the Board.

Termination of Membership

3.11. Membership will terminate in this Corporation on any of the following events, and for no other reason:
(1) As an Individual or Organizational member, failure to pay annual membership fees;
(2) Receipt of resignation of a Member, executed by the Member or the Member's duly authorized representative;
(3) The death or dissolution of a Member;
(4) Upon removal by the Board by a 2/3 majority vote, with or without cause.

ARTICLE IV. DIRECTORS

Board of Directors

4.01. The Board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff. All Directors will share the core values, mission and goals of the organization and be Individual or Organizational Members of the Corporation. The Corporation is committed to a policy of fair representation on the Board, and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, military status, or any other class or status protected by law in the recruitment, retention, election, or identification of its Directors. The Directors shall receive no compensation.

Number of Directors

4.02. The Board shall have not fewer than 3 nor more than 19 Directors, and should be representative of after school field and the needs of the Corporation.
4.03. As provided in the Articles of Incorporation, the initial Directors shall be appointed by the Incorporators. Each Director shall serve for a three-year term, and such Director may be elected for an additional three-year term. A Director may not serve on the Board for more than two consecutive three-year terms.

**Resignation By or Removal of Directors**

4.04. A Director may resign at any time by delivering written notice to the Board. A Board member may be removed with or without cause with a three-fourths vote of the remaining Directors.

**Vacancies**

4.05. Vacancies of the Board that occur between annual meetings will be filled for the remainder of the term by a simple majority vote of the Board. Nominations for new Directors will be sent out to the Board Members with the regular meeting announcement and voted upon at that Board meeting.

**Quorum of Directors and Voting**

4.06. A quorum for business transactions and passing of motions shall consist of at least 51% of the number of Directors in office immediately before the meeting begins. The affirmative vote of a simple majority of Directors present at a meeting and voting shall be required for every action by the Board unless a greater proportion of directors’ votes are required by the Act, by the Articles of Incorporation, or these Bylaws. Proxy voting by Directors is permitted upon following the proxy voting guidelines for Directors that have been approved by the Board.

**Place and Time of Board Meetings**

4.07. The Board may hold its meetings at the principal place of business of the Corporation or at other places, either within or without the State of Ohio, as it may from time to time determine.

**Annual Meeting of the Board**

4.08. A regular annual meeting of the Board shall be held in conjunction with the Annual Meeting of the Members.

**Regular or Special Meetings of the Board**
4.09. Regular meetings of the Board shall be held at least biannually at a time and place fixed by the Board. Special meetings of the Board shall be called by the Chair or by one-third of the Board. Notices of special meetings shall be given not less than two (2) days before the date of the meeting and shall state the purpose or purposes for which the meeting is called.

**Chairperson**

4.10. The Board Chair, or in his/her absence the Vice Chair, or in his/her absence a chairperson chosen by the Board, shall preside at all meetings of the Board.

**Fiduciary Duties**

4.11. Each Director shall discharge his/her duties for the Corporation in accordance with all fiduciary obligations required under Ohio law.

**Conflicts of Interest**

4.12. The Board shall adopt policies and procedures, and communicate such policies and procedures to all Directors and Members, regarding the prohibition, disclosure, voting, and permitting of potential conflicts of interest for Directors. The policies and procedures for conflicts of interest shall clearly define what constitutes a conflict of interest, the manner and time frame of disclosure to the Board, methods for approval or denial of the conflict of interest by the Board, and penalties for breach of this Section. Such policies and procedures shall be adopted by the Board and implemented within one (1) year of the passage of these Regulations.

**Authority of Directors**

4.13. Unless provided otherwise by these Regulations, Directors shall have the authority to engage in all activities authorized by Ohio law, and in a manner proscribed by Ohio law.

**ARTICLE V. OFFICERS**

**Roster and Duties of Officers**

5.01. The Board shall elect four Officers from among the Directors consisting of a Chair, Vice-Chair, Secretary, and Treasurer. Their duties are as follows:

(1) The Chair shall convene regularly-scheduled board meetings and shall preside or arrange for other Members of the Executive Committee to preside at each meeting in the following order: Vice Chair, Secretary, Treasurer.
(2) The Vice-Chair shall perform the duties of the Chair in the event of the Chair’s absence or disability, and shall have such responsibilities and perform such duties as the Board may from time to time assign to the Vice-Chair.

(3) The Secretary shall ensure the completion of the following: keeping records of Board actions, taking minutes of all Board meetings, sending out meeting announcements, distributing copies of minutes and agendas to each Board Member and maintaining corporate records.

(4) The Treasurer shall deliver a report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget with staff and make financial information available to Board Members and the public.

Election and Removal of Officers

5.02. Officers are elected by the Board at the annual Directors meeting. An officer is elected for a three year term in an office, with a term limit of two consecutive terms in any one position, and may return after one year out of that position. A Director’s term as an officer may run consecutively with his/her term as a Director. The Board may remove any officer at any time with or without cause. The Board shall fill vacancies by selecting from among the other then-current Officers or Directors.

ARTICLE VI. COMMITTEES

Standing Committees

6.01. The Standing Committees of the Corporation shall be as follows:
   (1) The Executive Committee.
   (2) Other committees as formed by the Board.

Committee Formation

6.02. The Board may create committees or advisory groups as needed to support the goals of the organization. The creation of a committee and the appointment of Directors to a committee shall be approved by a majority of all the Directors in office when the action is taken. The Board Chair shall appoint all committee chairs.

Executive Committee

6.03. The four officers of the Corporation serve as the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, and other actions required to be approved by the Members, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board and is subject to the direction and control of the full Board.
ARTICLE VII. EXECUTIVE DIRECTOR AND STAFF

Executive Director and Staff

7.01. The Executive Director is hired, supervised and evaluated by the Board. The Executive Director shall serve as a Board member in a non-voting capacity ex-officio. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The Executive Director shall attend all Board meetings, report on the progress of the Corporation, answer questions of the Board and carry out the duties as described in the job description. The Board can designate other duties as necessary. The Executive Director shall hire, supervise and evaluate additional staff to assist in carrying out the Corporation’s goals and policies.

Equal Opportunity Employer

7.02. The Corporation is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity, gender expression, or any other class or status protected by law.

ARTICLE VIII. OPERATIONS

Fiscal Year

8.01. The fiscal year of the Corporation shall be from October 1 until September 30.

 Execution of Documents

8.02. The Board shall determine who shall be authorized from time to time on the Corporation’s behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Books and Records

8.03. The Corporation shall keep at its office correct and complete books and records of the accounts, activities, and transactions of the Corporation; the minutes of the proceedings of the Board and any committee of the Corporation; and a current list of the Directors and
Officers of the Corporation and their business addresses. Any of the books, minutes, and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time. All records of the Corporation shall be available for inspection and review by any member or Director of the Corporation upon submitting a proper written request to the Board or Executive Director.

Gifts

8.04. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

Loans to Management

8.05. This Corporation shall make no loans to any of its Officers or Directors or to any of its key management or other personnel.

Deposits

8.06. 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.

Indemnification

8.07. The Corporation hereby indemnifies all employees, members, Directors, Officers, and committee members, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, if the person had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that the person's conduct was unlawful.

ARTICLE IX. DISSOLUTION

Voluntary Dissolution

9.01. At any member meeting, whether or not a quorum is present, the Corporation may dissolve if:

1. Notice that a resolution for dissolution shall be considered and acted upon has been included in the notice of meeting; and
(2) The resolution is approved by two-thirds of the votes cast by Members in attendance at the meeting.

**Involuntary Dissolution**

9.02. The Board may adopt a resolution of dissolution in the following cases:

1. When the Corporation has been adjudged bankrupt or has made a general assignment for the benefit of creditors;
2. By leave of the court, when a receiver has been appointed in a general creditors' suit or in any suit in which the affairs of the Corporation are to be wound up;
3. When the articles have been cancelled for failing to file tax returns or pay taxes and the Corporation has not been or desires to be reinstated;
4. When substantially all of the assets have been sold at judicial sale or otherwise;
5. When the period of existence of the Corporation specified in its articles has expired.

The Board shall be responsible shall be responsible for seeing the appropriate state filings are made and notices given pursuant to Chapter 1729 and, if Chapter 1729 is silent, Chapter 1702 of the Ohio Revised Code, as may be required by the Secretary of the State of Ohio.

**Disbursement of Assets**

9.03. Upon dissolution, the Board shall disburse the Corporation's assets in the following order: first, to pay the association's debts and liabilities; second, to pay any sums remaining in the manner chosen by the Board at the time of dissolution. However, in no case shall the manner of asset distribution be done in such a way as to permit any benefit or net profits to inure to any member, or in violation of or to cause the Corporation to lose its tax-exempt status under the Federal Internal Revenue Code Section 501(c)(3).

**ARTICLE X. AMENDMENT**

**Modification of Regulations**

10.01. The power to alter, amend, or repeal these Regulations, or to adopt new Regulations, to the extent allowed by law, is vested in the voting members. These Regulations may be altered, amended, or repealed, by the Members at a meeting held for that purpose, by the affirmative vote of a majority of the Members present, if a quorum is present. However, if
if a provision of these Regulations requires more than a majority vote for passage, then an amendment of such section shall require an identical vote.

Additionally, these Regulations may be altered, amended or repealed by the affirmative vote of two-thirds of the Directors present at a meeting of the Board at which a quorum is present in person at such meeting, provided notice of the proposed alteration, amendment or repeal shall have been given two weeks prior to the meeting. The modification of these Regulations as adopted by the Board under this paragraph, shall then be ratified by the Members at the next annual Members meeting according to the provisions set forth above.

ARTICLE XI. ADOPTION OF REGULATIONS

11.01. Adopted by a majority of the Incorporators on Tuesday, August 20, 2019 at 10:00AM EST.

Pamela Steurer, OAN Chair

Beth Urban, OAN Vice Chair

Nichelle Harris-Shaskus, OAN Executive Director