

ARTICLES OF INCORPORATION
OF
NORTH ROYALTON EDUCATIONAL FOUNDATION

The undersigned, desiring to form a corporation, not for profit, under Sections 1702.01 et. Seq., Ohio Revised Code, do hereby certify:

FIRST: The name of the corporation shall be North Royalton Educational Foundation.

SECOND: The place in Ohio where the principal office of the corporation is to be located is in the City of North Royalton, County of Cuyahoga.

THIRD: The Corporation is organized exclusively for educational purposes. These purposes are as follows:

- (1) To accept and expend funds to provide additional needed capital and to finance short and long-range educational projects as the Board of Trustees of the Corporation may from time to time determine.
- (2) To take and hold by bequest, devise, or 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 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.

The corporation shall have the authority to do all things permitted by law in order to effectuate the purposes herein described consistent with the §501 (c)(3) of the Internal Revenue Code.

FOURTH: The following persons, not less than three, shall serve the corporation as trustees until the first annual meeting or other meeting called to elect trustees:

Roger Doering	7409 James Drive North Royalton OH 44133
Ruth Doering	7409 James Drive North Royalton OH 44133
Bernard Kroviak	2225 Tuxedo Avenue Parma OH 44134
Thomas List	17458 Bennett Road North Royalton OH 44133
Sharon Markworth	8902 Dan Drive North Royalton OH 44133
Judith Munshower	17728 Bennett Road North Royalton OH 44133
James Rohlik	11559 Cherokee Lane Brecksville OH 44141
Dale Saraniti	5600 Sequoia Drive Parma OH 44134
Joan Spohn	6579 Royalton Road North Royalton OH

FIFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private person, provided that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof except as otherwise provided in such Article Third. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation by transferring such assets to the Board of Education of the North Royalton City School District, Ohio, or if the aforementioned school district is not then in existence, to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 16th day of June, 1986.

****original signatures on file

ACTIONS BY TRUSTEES

NORTH ROYALTON EDUCATIONAL FOUNDATION

The undersigned, being all of the Trustees of the North Royalton Educational Foundation, hereby adopt the following actions by unanimous consent pursuant to the provisions of §1702.25 of the Ohio Revised Code:

Resolution With Respect To Officers

The following individuals are hereby elected to the offices opposite their respective names:

Roger Doering	President
James Rohlik	Vice President
Sharon Markworth	Secretary
Joan Spohn	Treasurer

Resolution With Respect To Bank Accounts

The proper officers of the Corporation are hereby authorized to open such checking and savings accounts as may be necessary to properly conduct the operations of the Corporation.

These actions are taken by the Trustees on June 16th, 1986.

****original signatures on file

NORTH ROYALTON EDUCATIONAL FOUNDATION

CODE OF REGULATIONS

ARTICLE I

MEMBERS

1.1 DESIGNATION OF MEMBERS

The Members of the Corporation shall be the Trustees, who shall not be required to pay any fees or dues.

1.2 ANNUAL MEETINGS

An annual meeting of the Members for the election of Trustees and the consideration of the reports to be laid before such meeting shall be held during the month of August. When the actual meeting is not held or Trustees are not elected thereat, Trustees may be elected at a special meeting called and held for that purpose.

1.3 SPECIAL MEETINGS

- (a) A special meeting of the Members may be called by the President, Secretary, or Treasurer.
- (b) Upon the request in writing delivered to the President or Secretary by any persons entitled to call a meeting of Members. It shall be the duty of the President or Secretary to give notice to Members, and if such request is refused, then the persons making such request may call a meeting by giving notice as herein provided.

1.4 PLACE OF MEETINGS

The place of holding meetings of Members shall be at the offices of the Board of Education of the North Royalton City School District or at such other place as the Trustees may designate.

1.5 NOTICE OF MEETINGS

Notice of the meetings of Members, either annual or special, shall be given by the President or Secretary (or in the case of their refusal, by the person or persons entitled to call such meeting) not more than 60 days, but at least 7 days prior to such meeting and shall state the time, place and purpose of the meeting. Notice may be given by mail or by email, addressed to the Members of record at their addresses as such appear upon the records of the Corporation, or may be given by telephone communicated to the Member personally. If any meeting is adjourned to another time or place, no further notice as to such adjourned meeting need be given other than by announcement at the meeting at which such adjournment is taken. Notice need be given only to Members entitled to vote at a meeting of the Members.

1.6 WAIVER OF NOTICE OF MEETINGS

Notice of the time, place or purpose of any meeting of Members may be waived by written consent of any Member entitled to notice, entered upon the records of the meeting whether before or after the holding thereof.

1.7 ACTION WITHOUT MEETING

Any action, which under any provision of the Ohio Revised Code, or the Articles or Regulations, may be taken at a meeting of the Members, may be taken without a meeting, if authorized by a writing signed by all the members who would be entitled to notice of a meeting for such purpose.

1.8 QUORUM

To constitute a quorum at any meeting of the Members for any reason, there shall be present in person or by proxy the Members entitling them to exercise a majority of the voting power.

1.9 PROXIES

At meetings of the Members of the Corporation, any Member of record entitled to attend or to vote thereat may be represented and may vote by a proxy or proxies appointed by a writing signed by such Member. No appointment of a proxy hereafter made shall be valid after the expiration of eleven months after it is made, unless the Member executing it shall have specified therein the length of time it is to continue in force. In the event that any such instrument in writing shall designate two or more persons to act as proxies, a majority of such persons present at the meeting, or, if only one shall be present, then that one shall have and may exercise all powers conferred by the proxy instrument upon all of the persons so designated, unless the proxy otherwise provides.

1.10 VOTERS AT MEETINGS

- a) Every Member of record shall be entitled at each meeting of Members to one vote.
- b) At all elections of Trustees, the candidates receiving the greater number of votes shall be elected.
- c) All other action by the Members shall be by a majority vote of the Members present in person or by proxy and entitled to vote thereat.

ARTICLE II

CERTIFICATES OF MEMBERSHIP

2.1 CERTIFICATES

The Corporation will not issue certificates evidencing membership in the Corporation.

2.2 MEMBERSHIP ROSTER

The Secretary will maintain a membership roster containing the name and address of each Member.

ARTICLE III

TRUSTEES

3.1 GENERAL

All the capacity of the Corporation shall be invested in and all its power and authority, except as otherwise provided by law, shall be exercised by the Trustees consisting of not less than nine (9) persons. 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 United States Internal Revenue Law) 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 provisions of any future United States Internal Revenue Law).

3.2 ELECTION

The election of Officers shall take place at the August meeting of the Trustees, or at a special meeting of Members called for that purpose. A majority of the votes cast shall be necessary to elect Officers.

3.3 TERM

Trustees shall hold office for one year or until their successors are chosen and qualify. Trustees can be but are not limited to representatives of the following: City Council, North Royalton Principal's Association, North Royalton Education Association, Ohio Association of Public School Employees (Chapter #231), Parent Teachers Association, Board of Education, Community (2), and Superintendent of Schools. If for any reason such representation is not possible, the Trustees shall elect person or persons at their discretion.

3.4 VACANCIES

If any vacancy in the Trustees occurs by death, disability or resignation of a Trustee, the unexpired term of that Trustee shall be filled by a majority vote of the remaining Trustees.

3.5 REMOVAL

Any Trustee may be removed at any time by a majority vote of the Trustees, at a duly called meeting of the Members or by action without a meeting as herein provided.

3.6 REGULAR MEETINGS

Regular meetings of the Trustees shall be held quarterly on such dates and places as the Trustees may designate.

3.7 SPECIAL MEETINGS

Special meetings of the Trustees may be called by any officer or any Trustee.

3.8 PLACE OF MEETINGS

The place of holding meetings of the Trustees shall be at the offices of the Board of Education of the North Royalton City School District or at such other place as the Trustees may designate.

3.9 NOTICE OF MEETINGS

Notice of Meetings of the Trustees, either regular or special, shall be given by the Secretary (or in case of his refusal, by the person entitled to call such meeting) not more than sixty (60) days but at least twenty-four (24) hours prior to such meeting, and shall state the time, place and purpose of the meeting. Notice may be given by mail or by email addressed to the Trustees at their addresses as such appear upon the records of the Corporation, or may be given by telephone if communicated to the Trustee personally.

3.10 QUORUM

A majority of the members of the Trustees shall constitute a quorum for the transaction of business. Action by the Trustees shall be by a majority vote of those present at such meeting.

3.11 ACTION WITHOUT MEETING

Any action, which under any provision of the Ohio Revised Code, or the Articles or Regulations, may be taken at a meeting of the Trustees, if a quorum is met, and authorized by a written instrument signed by all the Trustees.

3.12 COMPENSATION / REIMBURSEMENT

The Trustees shall not be entitled to compensation for their services as such; however, they shall be entitled to reimbursement of all reasonable expense properly and actually incurred by such Trustee in the administration of the Corporation.

ARTICLE IV

CONFLICT OF INTEREST POLICY

The purpose of the conflict of interest policy is to protect this tax-exempt corporation (North Royalton Educational Foundation) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

4.1 INTERESTED PERSON

Any director, principal officer, or member of a committee with governing board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

4.2 FINANCIAL INTEREST

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- b) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under 4.4, a person who has a financial interest only if the appropriate governing board or committee decides that a conflict of interest exists.

4.3 DUTY TO DISCLOSE

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

4.4 DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

After disclosure of the financial interest and all material facts, and after discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

4.5 PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST

- a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the governing board or committee shall determine whether the corporations can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4.6 VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

- a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4.7 THE MINUTES OF THE GOVERNING BOARD AND ALL COMMITTEES WITH BOARD DELEGATED POWERS SHALL CONTAIN:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

4.8 WHEN A VOTING MEMBER CAN/CANNOT VOTE ON A TOPIC:

- a) A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

4.9 EACH DIRECTOR, PRINCIPAL OFFICER AND MEMBER OF A COMMITTEE WITH GOVERNING BOARD DELEGATED POWERS SHALL ANNUALLY SIGN A STATEMENT WHICH AFFIRMS SUCH PERSONS:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

4.10 TO ENSURE THE CORPORATION OPERATES IN A MANNER CONSISTENT WITH CHARITABLE PURPOSES AND DOES NOT ENGAGE IN ACTIVITIES THAT COULD JEOPARDIZE ITS TAX-EXEMPT STATUS, PERIODIC REVIEWS SHALL BE CONDUCTED. THE PERIODIC REVIEWS SHALL, AT A MINIMUM, INCLUDE THE FOLLOWING SUBJECTS:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

I have read and understand the Conflict of Interest policy as it relates to the North Royalton Educational Foundation.

Print name

Signature

Date

COMMITTEES AND ADMINISTRATION

5.1 ESTABLISHMENT OF COMMITTEES

The Trustees may create such committees, including an Executive Committee, and appoint such persons and assign such duties and powers to them as the Trustees may deem desirable in the interest of furthering the purpose of facilitating the administration of the Corporation.

5.2 EXECUTIVE DIRECTOR

The Superintendent of the North Royalton City Schools shall serve as Executive Director of the Corporation and as a Trustee. The Executive Director shall work under the supervision of the Trustees of the Corporation. He or she shall assist in the development, implementation and administration of the Corporation's programs and shall perform such other duties as the Trustees shall determine.

ARTICLE VI

OFFICERS

6.1 GENERAL

The officers of the Corporation to be elected annually by the Trustees at their annual meeting shall be President, Vice President, Secretary and Treasurer, who shall serve at the pleasure of the Trustees. The Trustees may in addition, appoint such assistant secretaries or assistant treasurers as may be required. It is not mandatory that all offices be filled at all times. One person may hold more than one office, except no one person shall simultaneously serve as President and Vice President.

In addition to the specific duties herein set forth for the respective officers, all officers shall perform such other duties as the Trustees may designate from time to time.

6.2 DUTIES OF PRESIDENT

It shall be the duty of the President to preside at all meeting of the Trustees, to sign all records of the Corporation and in general to perform all the duties usually incident to such office. The President shall be a member of the Trustees.

6.3 DUTIES OF VICE PRESIDENT

It shall be the duty of the Vice President to assist the President in the performance of his duties and to perform the duties of The President in case of the latter's disability or absence.

6.4 DUTIES OF SECRETARY

It shall be the duty of the Secretary to take and keep an accurate record of Members entitled to vote and to keep an accurate record of the Acts and proceedings of the Trustees; to give all notices required by law, the Articles or these Regulations; and in general, perform all the duties usually pertaining to such office.

6.5 DUTIES OF TREASURER

It shall be the duty of the Treasurer to receive and safely keep all money belonging to the Corporation and to disburse the same. He shall keep accurate accounts of finance of the Corporation in books and shall hold the same open for inspection and examination of the Trustees and shall present abstracts for the same at annual meetings of the Trustees and at such other times as may be requested by any Officer or Director.

6.6 COMPENSATION REMOVE COMPLETELY

The compensation of the Officers of the Corporation shall be fixed by the Trustees in such amounts and upon such terms as the Trustees may provide.

ARTICLE VII

NO CORPORATE SEAL

- 7.1 The Corporation shall have no corporate seal.

ARTICLE VIII

ORDER OF BUSINESS

- 8.1 At the Members' meeting, the order of business shall be as follows:
1. Reading minutes of previous meeting and acting thereon
 2. Reports of Trustees and Committees.
 3. Financial reports and statements.
 4. Reports of President, Secretary or other officers.
 5. Unfinished business.
 6. Election of Trustees.
 7. New or miscellaneous business.

This order may be changed by an affirmative vote of the majority of the Members present.

ARTICLE IX

AMENDMENTS

- 9.1 This Code of Regulations may be adopted and changed by the affirmative vote of two-thirds of the Members or without a meeting by a written consent of all the Members entitling them to exercise all of the voting power on such proposal.

Revised 8/17/2021
Danetia McKay
Trustee