

**CODE OF REGULATIONS OF
CLARK MONTESSORI SCHOOL FOUNDATION, INC.**

Adopted May 17, 2007

Amended July 16, 2008

Amended August 10, 2011

Amended September 19, 2012

Amended March 18, 2015

Amended September 18, 2024

Article I – Name

The name of the corporation shall be Clark Montessori School Foundation, Inc. (CMSF), as is filed with the office of the Secretary of State of Ohio in our Articles of Incorporation under Sections 1702.01 et seq., Ohio Revised Code, and Section 501(c)(3) of the Internal Revenue Code.

Article II – Purpose

The purposes of the CMSF are:

1. To support and promote the success of the students and staff of Clark Montessori School.
2. To support and promote high standards of academic achievement, athletic performance, and administrative efficiency at Clark Montessori School.
3. To generate funds through fundraisers, solicitations of contributions, and grants.
4. To coordinate scheduling and approval of fundraising events and solicitations by various school organizations.
5. To initiate and facilitate school-wide fundraising events and solicitations by various school organizations.
6. To receive, maintain, and administer all funds raised or solicited.
7. To allocate funds to Clark Montessori School organizations based upon merit, need, and availability of funds.

Article III – Membership

Section 1: Eligibility

All persons who are parents or caregivers of students, faculty, and staff of Clark Montessori School are welcome. CMSF membership is also open to alumni and friends of Clark Montessori School.

Section 2: Voting Privileges

Members with voting privileges shall be entitled to one vote on each matter submitted to a vote of the general membership.

Section 3: Requirements

Members must attend at least seven of the nine Foundation meetings held during the school year. Members are deemed to have resigned and will no longer be entitled to a vote if two meetings have been missed by the start of the second semester. Each Member is required to inform the Secretary in anticipation of an absence.

To enhance the effectiveness of the board and ensure active engagement in the organization's operations, all members are required to serve on at least one committee. This policy aims to distribute responsibilities more evenly and leverage the diverse skills and expertise of members.

Section 4: Members

The property, business, and affairs of the CMSF shall be managed by the Members. No member shall receive any compensation for attendance at meetings. Members are entitled to reimbursement for any duly authorized expenses incurred in the performance of their duties as a member.

Each constituent group will choose its own representative. Each committee shall choose its own representative.

The following members shall each be selected by the respective constituent group:

Clark Montessori School Administration Representative, selected by the Principal
High School Team Representative
Junior High Team Representative
ILT Representative
LSMDC Representative
Music Boosters Representative
Athletic Boosters Representative
Alumni Representative

At-Large Members to be determined by the Officers as needed.

Section 4: Termination of Members

Membership shall terminate by:

- A. Written resignation.
- B. Expiration of term.
- C. Removal. A member may be removed if a member misses more than three consecutive meetings during the calendar year. In addition, a member may be removed for cause as determined by the Officers.

Section 5: Fiduciary Responsibility of a Member

All Members shall perform duties in good faith, in a manner reasonably believed to be in the best interest of the CMSF, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties, when acting in good faith, is entitled to rely on information, opinions, reports, or statements, including financial statements or other financial data that are prepared by or presented by (a) one or more Members of CMSF whom the Member reasonably believes are reliable and competent in the matters prepared or presented; (b) counsel, public accountants, or other persons as to matters that the Member reasonably believes are within the person's professional or expert competency; or (c) a committee of the Members upon which the Member does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Member shall not be found to have failed to perform such duties, unless it is proved, by clear and convincing evidence, in an action brought against the Member that the Member has not acted in good faith, in a manner the Member reasonably believes to be in or not opposed to the best interests of CMSF, or with the care that an ordinarily prudent person in a like position would use under similar circumstances.

Subject to Sections 1702.30(D)(2) and 1702.30(D)(3), Ohio Revised Code, a Member is liable in damages for any act that the Member takes or fails to take as a Member only if it is proved, by clear and convincing evidence, in a court with jurisdiction, that the act or omission of the Member was one undertaken with a deliberate intent to cause injury to CMSF, or was one undertaken with reckless disregard for the best interests of CMSF.

In determining what a Member reasonably believes to be in or not opposed to the best interests of CMSF, a Member shall consider the purposes of CMSF and may consider any of the following:

1. The interests of the employees, suppliers, creditors, and customers of CMSF;
2. The economy of the state and the nation;
3. Community and societal considerations;
4. The long-term and short-term best interests of CMSF.

Article IV – Officers

Section 1: Officers

The officers shall be President, Vice President, Secretary, and Treasurer. These officers shall be elected by the membership at the annual meeting of the CMSF. There is no limit as to the number of successive terms these officers may serve. Clark Montessori School staff and faculty members are not eligible to serve as President, Vice President, or Treasurer.

Section 2: Term of Office

An officer's term of office shall be one year, and shall begin immediately upon election. If a vacancy is determined to exist among the officers, the membership shall elect a successor to serve the remainder of the current term.

Section 3: Duties of Officers

The various officers shall have the duties and powers normally incident to their respective offices, including those delineated herein and, in addition, such powers and duties as needed.

- A. **President:** The President shall preside at all meetings of the CMSF. The President shall be an ex-officio member of all committees. The President shall appoint the Chair of all committees. The President, or designee, shall serve as the CMSF representative on the Clark LSDMC.
- B. **Vice President:** The Vice President shall perform the duties and have the powers of the President in the absence, inability, or arbitrary refusal of the President to act, as determined by the membership. The Vice President shall also perform such other duties as the President may assign.
- C. **Secretary:** The Secretary shall act as secretary at all meetings of the CMSF and the Board of Trustees. The Secretary shall record the minutes of the meeting, and see that all notices of meetings are served in a timely fashion. The Secretary will file and preserve all records and papers pertaining to the CMSF. The Secretary shall also perform such other duties as the President may assign.
- D. **Treasurer:** The Treasurer shall have the care and custody of the funds of the CMSF, and shall handle and disburse the funds. The Treasurer shall keep proper books of accounts showing all monies received and disbursed, and all assets and liabilities of the CMSF. The Treasurer shall prepare an annual budget approved by the Membership. The Treasurer shall prepare and present a report of financial activity since the last report, including current fund and account balances, for each regular meeting and for the Annual Meeting. All funds of the CMSF shall be deposited in such banks as the designated. An independent audit may be conducted at least prior to the election of a new Treasurer. The Treasurer shall also perform such duties as the President may assign.

Article V – General Membership Meeting

The Annual General Membership meeting shall be held at a time and place agreed upon by the membership and listed on the CMSF website at least 30 days in advance. Purpose of this meeting shall be to elect members to eligible officer positions.

Article VI – Meetings

- A. Regular meetings of the shall be held at such time and place as is agreed upon at the preceding regular or special meeting and posted on the CMSF website. Meetings are held once a month from August to May, with a break in December.
- B. Special meetings may be convened by the President.
- C. Quorum at a regular meeting shall be the number of Members present. Quorum at a special meeting shall be 50% of the Members.

- D. Notice of special meetings may be given by email, by telephone, by written notice, or by such means as may be deemed practical by a majority of the Membership.
- E. Only Members may vote at meetings.
- F. All meetings, except Officer sessions, shall be open to any member of the CMSF or of the Cincinnati Public Schools community.

Article VII – Suspension

The Officers may suspend the privileges of any Member for any conduct that may be at variance with the Articles of Incorporation, Code of Regulations, or Rules and Regulations.

Article VIII – Indemnification of Members and Officers

Each Member, Officer, agent, employee, or volunteer of this Corporation, and any Trustee, Member, Officer, agent, employee, or volunteer of any other corporation serving as such at the request of this Corporation shall be indemnified by this Corporation under the standards set by and to the fullest extent allowable under Section 1702.12(E), Ohio Revised Code, as the same shall be amended from time to time.

The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of members, or disinterested Directors of this Corporation or otherwise.

Article IX – Committees

Section 1: Standing Committees

The Standing Committees Shall be: Event Committee, Fundraising Committee, Student Fundraising Committee, Alumni Association, Scholarship Committee (JH & SH), and Grant Committee. Each Committee shall report out at each regular meeting.

Section 2: *Ad Hoc* Committees

The President may establish *ad hoc* committees for special purposes as needed.

Article X – Miscellaneous

Section 1: Fiscal Year

The fiscal year of this Corporation shall end on the 31st day of July in each year, or on such other day as may be fixed from time to time by the Officers, provided prior approval has been granted by the Internal Revenue Service.

Section 2: Property

All property acquired by this Corporation by purchase, gift, bequest, or otherwise shall be the absolute property of this Corporation, unless at the time of acquiring such property it is otherwise specified in writing.

Section 3: Execution of Instruments

All checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the CMSF by the Treasurer or the President. All instruments of transfer of personal property other than securities, all instruments of conveyance of real property, and all contracts and agreements shall also be signed by two of the following: Treasurer, President, or Vice President.

Section 4: Sale or Disposition of Assets

The Members of this Corporation may authorize the lease, sale, exchange, transfer, or other disposition of any of the assets of this corporation without the necessity of procuring authorization of the Court pursuant to Section 1715.39, Ohio Revised Code. Any such lease, sale, exchange, transfer, or other disposition shall be made in whole or in part for money or other property, including shares or other securities or promissory notes of any corporation for profit.

Section 5: Books and Records

The books and records of this Corporation may be examined by any member, or the agent or attorney of any member, for any reasonable and proper purpose at any reasonable time.

Article XI – Amendments

These Regulations may be adopted, amended, repealed, or added to by the affirmative vote of more than two-thirds of the Members present at a regular or special meeting, provided a quorum is present and provided notice of consideration of the specific change(s) that has been given at the previous meeting.

Article XII – Dissolution

In the event of dissolution of the CMSF, remaining funds will be given to the Greater Cincinnati Foundation for distribution to the fundraising foundations of the Cincinnati Public School District Montessori Schools.

CONFLICT OF INTEREST POLICY

CLARK MONTESSORI SCHOOL FOUNDATION, INC.

The purpose of the conflict of interest policy is to protect Clark Montessori School Foundation's (CMSF) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of CMSF 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.

The Clark Montessori School Foundation and all officers and directors and committee members scrupulously shall avoid any conflict between their own respective personal, professional, or business interests and the interests of the foundation, in any and all actions taken by them on behalf of the foundation in their respective capacities.

In the event that any Officer, Member, or Committee member of CMSF shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with CMSF, including but not limited to transactions involving:

- the sale, purchase, lease or rental of any property or other asset;
- employment, or rendition of services, personal or otherwise;
- the award of any grant, contract, or subcontract;
- the investment or deposit of any funds of CMSF;

Such person shall give notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which he has an interest, or otherwise attempting to exert any influence on CMSF, or its components to affect a decision to participate or not participate in such transaction.

Policy adopted February 28, 2007
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