



**THE CODE OF REGULATIONS
OF
ASHLAND COUNTY COMMUNITY ACADEMY
BOARD OF DIRECTORS**

**ARTICLE I
PURPOSE**

Section 1. Purpose. Ashland County Community Academy (the “Corporation”) is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law to operate as a community school in the State of Ohio.

**ARTICLE II
MEMBERSHIP**

Section 1. Membership. The Corporation shall not have Members. The Directors of the Corporation, in conformance with the procedures established for the Board of Directors and to the extent required by law, shall have the authority that is granted to and carry out the duties that are imposed upon the Members of a nonprofit corporation under Ohio law.

**ARTICLE III
DIRECTORS**

Section 1. Number. The number of Directors of the Corporation shall be at least five (5) and no more than nine (9), or such greater number as may be subsequently determined by the Directors, or unless Ohio law is amended to allow the governing authority of an Ohio community school to be composed of less than five (5) Directors.

Section 2. Term. Except as herein provided, each Director will serve four year terms, which expires on January 31st of the fourth year following the year of their appointment, and which may be renewed as many times as such Director is appointed. Each Director shall hold office until that Director’s term expires, or until his or her successor is appointed, or until his or her earlier resignation, removal from office, or death.

Section 3. Qualifications and Role of Directors. The Directors, in their capacity as Directors, shall be the Governing Authority Board of a public Ohio community school. The Directors shall have strong interest in the welfare of the Corporation and in education. Each Director should be willing and able to attend all meetings, both regular and special, and also be willing to accept special assignments and serve on committees.

Section 4. Appointment of Directors. At the annual meeting of Directors that is held on or before the date that such term expires, the Board of Directors shall appoint a successor to any Director whose term is set to expire. The remaining Directors shall recommend potential Directors to fill any vacancy in the Board of Directors created by the resignation, removal, or death of a Director at a regular or special meeting of the Board of Directors.

Section 5. Meetings. The annual meeting of the Directors shall be held in January of each year on such date, at such time, and at such place as a majority of the Directors may determine. In the event the Board of Directors is unable to hold its annual meeting in January, it shall hold such annual meeting on a date and at a time and place determined by the majority of the Directors. Regular meetings of the Directors shall be held throughout the year on such dates, at such times, and at such places as a majority of the Directors may determine. Special meetings may be called at any time by the Chairperson or by any one (1) of the Directors. Provided, however, meetings relating in any way to the business or operation of the public community school, be open to the public, and publicized or advertised as required by law.

Section 6. Quorum and Voting. The presence of a simple majority of the total number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. Except as otherwise provided by law, the Corporation's Articles of Incorporation, or this Amended and Restated Code of Regulations, a vote of simple majority of the Directors present at a meeting at which a quorum is present shall be required to effectuate action on all matters within the powers of the Board of Directors. Since the Corporation is a public community school, the Directors must be physically present at a meeting in order to be counted as part of quorum and to vote, as required by law.

Section 7. Notice and Waiver. Any notice required to be given by this Code of Regulations shall be in writing and shall be delivered personally or sent by telegram, telecopy, or electronic mail transmission or by United States mail, express mail, or courier service, with postage or fees prepaid. For any notice made by personal delivery, telegram, telecopy or electronic mail, notice shall be deemed to be given when delivered or transmitted. For any notice sent by United States mail, or courier service, notice shall be deemed to be given when deposited in the mail or with the courier service. Unless waived in writing, notice of each annual meeting communicating the day, hour, and place shall be given to each Director by the Secretary of the Corporation not more than sixty (60) nor less than three (3) days before any such meeting. Unless waived in writing, notice of each special meeting communicating the day, hour, place, and the purpose or purposes thereof shall be given to each Director by the Secretary of the Corporation not more than sixty (60) days or less than twenty-four (24) hours before any such meeting. Notice of the time, place, and purposes of any meeting may be waived in writing, either before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Director at a meeting without protesting, prior to or at the commencement of the meeting, shall waive notice or lack of proper notice for that meeting. Nothing in this Section 7 shall alter, however, the duty of the Corporation to provide notice to the public of meetings, as required by law.

Section 8. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if written consent to such action is signed by all of the Board of Directors or all of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board of Directors or committee. Such written consent may be signed by facsimile signatures which shall be construed as originals, and/or on separate but identical documents which shall be construed as one original. Provided, however, that all actions are taken at open and public meetings and action by written consent shall not be allowed.

Section 9. Committees of Directors. The Board of Directors may create an Executive Committee and such other committees as the Directors may determine, the members of which shall consist of not less than one (1) Director unless Ohio law allows otherwise in the future. A simple majority of the members of any such committee shall constitute a quorum, and the act of a simple majority of votes cast at a meeting at which a quorum is present shall be the act of the committee. In every instance, however, the final action on all committee business shall only be a recommendation to the Board of Directors with respect to such matter. Notwithstanding anything to the contrary in this Section 9, however, no committee nor any group of Directors, which consist of a majority of the Board of Directors, shall meet in a prearranged manner to discuss school business, without proper notice to the public or a regular or special meeting and, only the actions of the Board of Directors shall be valid and binding.

Section 10. Other Advisory Councils. The Board of Directors may, at its discretion, also consider recommendations of associations, supporting organizations, or advisory councils which are not part of the Board of Directors, such as parent associations.

Section 11. Removal of Directors. Any Director may be removed with or without cause, at any time by the majority vote of the Directors of the Corporation.

Section 12. Resignations and Vacancies. Any Director may resign by tendering written resignation to the Board of Directors. The resignation shall be effective on the date of its receipt by the Board of Directors, and the receipt of the resignation shall require no further action to be effective. Vacancies in the Board of Directors shall be filled in accordance with Section 4 of this Article III.

Section 13. Powers of Directors. The policies of the Corporation shall be directed by the Board of Directors in accordance with the law, and also in accordance with the Corporation's Charter Contract. Subject to the provisions of Ohio law in general, the Ohio Nonprofit Corporation of Law, the Articles of Incorporation and the Code of Regulations of the Corporation, the Board of Directors shall do and perform every act whatsoever which it shall deem necessary, expedient or advisable to carry out the purposes of the Corporation.

Section 14. Honorary Directors. Any individual, whether an emeritus Director or not, who has provided extraordinary service to the Corporation over a period of time, may be honored with the title Honorary Director, at the discretion of the Board, by a majority vote of the entire Board. Honorary Directors are not voting members of the Board and are permitted but not required to attend meetings. The Board of Directors may remove an Honorary Director at any time, with or without cause, by a majority vote of the entire Board.

ARTICLE IV OFFICERS

Section 1. Number, Title, and Election. The officers of the Corporation shall consist of a Chairperson (President), Vice-Chairperson (Vice-President), Secretary, and Treasurer, and may include such other officers and assistant officers as the Board of Directors shall deem advisable, each of whom shall be elected by the Board at the annual meeting of the Board. With the exception of the office of Chairperson, an individual may simultaneously hold two offices. Officers shall hold office for a term of one year, or until their successors are elected and qualified, except in the event of their earlier death, resignation or removal.

Section 2. Vacancies. A vacancy in any office because of death, resignation, or removal of an officer shall be filled by the Board of Directors for the unexpired term of such office.

Section 3. Resignation or Removal of Officers. An officer of the Corporation may resign at any time by tendering his or her resignation in writing to the Board of Directors and such resignation shall become effective immediately upon its delivery to the Board. An officer of the Corporation may be suspended or removed at any time, with or without cause, by the Board of Directors. The election or appointment of an officer for a term of office shall not be deemed to create employment or other contractual rights.

Section 4. Chairperson (President). The Chairperson (President) shall preside at all meetings of the Board and coordinate the activities directed by the Board of Directors and shall oversee the administration of the Corporation in all its activities subject to the policies and goals established by the Board of Directors.

Section 5. Vice Chairperson (Vice-President). The Vice Chairperson (Vice-President) shall perform the duties of the Chairperson (President) when the Chairperson is absent, and all other duties as may be assigned by the Board of Directors or the Chairperson.

Section 6. Secretary. The Secretary shall be responsible for providing notice of meetings to the Board of Directors where notice is required, and to the public for matters concerning the public community school, and shall keep record of the proceedings of the Board of Directors or the Chairperson (President). However, in all of the above responsibilities, subject to approval by a majority of the Directors, the Secretary's responsibilities or parts thereof, may be contracted for by the Directors.

Section 7. Treasurer. The Treasurer shall act as the fiscal officer of the Corporation and shall have custody of the cash, securities, and other assets of the Corporation, and shall perform other duties as may be required by the Board of Directors or the Chairperson (President). The Treasurer shall receive contributions, bequests, revenues, and other assets to which the Corporation is entitled and disburse funds as directed by the Board of Directors, maintaining records thereof. The Treasurer shall maintain appropriate books of account and supporting records and shall prepare and file all returns and related reports required by federal and state statutes and regulations and by the Board of Directors. However, in all of the above responsibilities, subject to approval by a majority of the Directors, the Treasurer's responsibilities or parts thereof, may be contracted for by the Directors. The Board may require a bond in any amount, at the discretion or as directed by law, and the cost of the bond or bonds shall be paid for by the Corporation.

ARTICLE V
INDEMNIFICATION

Indemnification of Directors, Officers, Employees, and Agents. Each person who at any time is or shall have been a Director, officer, employee or agent of the Corporation, or a Director (Member) of a Governing Board of the community school, and such person's heirs, executors and administrators, shall be indemnified by the Corporation, both during and after their association with the Corporation terminates, for those acts or omissions concerning the Corporation, in accordance with and to the full extent permitted by the Nonprofit Corporation Law (Ohio Revised Code Chapter 1702) as in effect at the time of the adoption of these Regulations or as amended from time to time thereafter. The foregoing right of indemnification shall not be deemed exclusive of other rights of indemnification to which any Director, officer, employee, agent or any other person may be entitled, in any capacity, as a matter of law or under any regulation, agreement, vote of Directors, or otherwise. As authorized by the Board of Directors, the Corporation may purchase and maintain insurance against liability on behalf of any such person to the full extent permitted by law in effect at the time of the adoption of these Regulations or as amended from time to time thereafter.

ARTICLE VI
CONTRACTS BETWEEN CORPORATION AND RELATED PERSONS

To the greatest extent allowed by Ohio law and, while operating as a public Ohio community school specifically subject to the limitations and restrictions imposed on the public officers, and contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any entity of which one or more of its Directors are interested, whether such Director is a member of the Governing Board of the school or not, shall be valid for all purposes, notwithstanding the presence of such Director at the meeting at which the Board of Directors of the Corporation acts upon, or in reference to, such contract or transaction, and notwithstanding the participation of the Director, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the Directors present. Unless Ohio law otherwise prohibits or permits, the interested Director may be counted in determining whether quorum is present, but may not be counted in voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This Article shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable.

ARTICLE VII
BOOK AND RECORDS

The Corporation shall keep correct and complete books, records, and minutes of the Board of Directors' meetings and, during the time when the Corporation is functioning as a public community school, such books and records shall be public records. The Secretary of the Corporation shall keep an accurate list of the names and addresses of the Board of Directors.

ARTICLE VIII
AMENDMENTS

The Amended and Restated Code of Regulations shall be adopted and, from time to time, amended by majority vote of the entire Board of Directors.

Amended and Adopted on: 01/20/21

Reviewed on: *01/10/24*

Amended on: