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Stan Lipinski

**Bylaws of the  
Garfield Heights Education Foundation  
2021**

**Table of Contents**

Stan Lipinski

**Article I. ORGANIZATION..... 4**

    Section 1.01 Name..... 4

    Section 1.02 Location..... 4

    Section 1.03 Statement of Purposes and Goals..... 4

    Section 1.04 Nondiscrimination Statement..... 4

    Section 1.05 Political Activity Statement..... 4

    Section 1.06 Restrictions..... 5

    Section 1.07 Goals..... 5

    Section 1.08 Statements..... 5

**Article II. COMPOSITION OF THE BOARD OF TRUSTEES..... 5**

    Section 2.01 General Powers..... 5

    Section 2.02 Appointment..... 5

    Section 2.03 Composition..... 5

    Section 2.04 Ex-Officio Members..... 5

    Section 2.05 Emeritus Members..... 6

    Section 2.06 Resignation and Removal..... 6

    Section 2.07 Vacancies..... 6

    Section 2.08 Compensation..... 6

    Section 2.09 Conflict of Interest..... 6

**Article III. MEETINGS OF THE BOARD OF TRUSTEES ..... 7**

    Section 3.01 Annual Meetings..... 7

    Section 3.02 Time and Location..... 7

    Section 3.03 Notice of Meeting..... 7

    Section 3.04 Meeting Schedule..... 7

    Section 3.05 Special Meetings..... 7

    Section 3.06 Quorum..... 7

    Section 3.07 Manner of Acting..... 7

    Section 3.08 Proxy Voting..... 8

    Section 3.09 Actions Without a Meeting..... 8

    Section 3.10 Presumption of Assent..... 8

    Section 3.11 Order of Business..... 8

<b>Article IV. OFFICERS</b> .....	<b>8</b>
Section 4.01 Officers.....	8
Section 4.02 Tenure of Office.....	8
Section 4.03 Bonds.....	8
Section 4.04 Duties of Officers.....	8
(a) Chair.....	8
(b) Vice Chair .....	9
(c) Treasurer.....	9
(d) Secretary.....	9
<b>Article V. COMMITTEES</b> .....	<b>9</b>
Section 5.01 Composition.....	9
<b>Article VI. AMENDMENT AND REVIEW</b> .....	<b>9</b>
Section 6.01 Amendment.....	9
Section 6.02 Periodic Review.....	9
<b>Article VII. CONTRACTS, LOANS, CHECKS DEPOSITS AND GIFTS</b> .....	<b>9</b>
Section 7.01 Contracts.....	9
Section 7.02 Loans.....	10
Section 7.03 Checks and Drafts.....	10
Section 7.04 Deposits.....	10
Section 7.05 Gifts.....	10
<b>Article VIII. DISSOLUTION</b> .....	<b>10</b>
Section 8.01 Distribution Upon Dissolution.....	10
<b>Article IX. MISCELLANEOUS</b> .....	<b>10</b>
Section 9.01 Fiscal Year.....	10
Section 9.02 Required Records.....	11
<b>Article X. INDEMNIFICATION</b> .....	<b>11</b>
Section 10.01 Indemnification.....	11
Section 10.02 Insurance.....	11

**BYLAWS OF  
THE Garfield Heights Education Foundation**

**Article I. ORGANIZATION**

**Section 1.01 Name**

The name of this organization is the Garfield Heights Education Foundation.

**Section 1.02 Location**

The post office address of the Garfield Heights Education Foundation is:

The Garfield Heights Education Foundation  
5640 Briarcliff Dr.  
Garfield Heights, Ohio 44125.

**Section 1.03 Statement of Purposes and Goals**

The purpose of the Garfield Heights Education Foundation is to support the development and implementation of school improvement initiatives, model programs, award grants and scholarships, and leverage community resources to support, strengthen, and improve public education in the Garfield Heights City Schools. The outcome of this collaboration will be high quality educational initiatives designed to meet the needs of Garfield Heights City Schools' students.

The Garfield Heights Education Foundation exists as a separately incorporated, charitable organization. As a public charity, all contributions to the Foundation under section 501(c) (3) of the internal revenue code of 1986, as amended (the code), will receive the maximum tax deduction allowed by law.

As an independent entity, it will enhance the existing educational programs of the Garfield Heights City Schools. The Garfield Heights City Schools Board of Education shall not use the funds received by the Foundation to supplant any part of the regular operating budget.

**Section 1.04 Nondiscrimination Statement**

The Garfield Heights Education Foundation and/or its duly authorized agents and bodies shall not discriminate against any individual group for reasons of race, color, creed, sex, sexual orientation, gender identity, age, culture, national origin, religion, marital status, or physical capability.

**Section 1.05 Political Activity Statement**

The Foundation shall not engage in prohibited political activity within the meaning of section 501(h) of the code. The Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Stan Lipinski

**Section 1.06           Restrictions**

No part of the assets of the Garfield Heights Education Foundation shall be used for the benefit of, or be distributed to its members, or other private persons. The name of the Foundation, or the names of any members in their official foundation capacities, shall not be used to endorse or promote a commercial concern.

**Section 1.07           Goals**

All money accumulated in the Foundation will be used to support student learning and opportunities so every student can reach his or her potential. The Foundation acknowledges that the Garfield Heights City School District is the responsible overseer of public education in the community, and as such, will work cooperatively with the Garfield Heights City School District in the Foundation's support of these goals.

**Section 1.08           Statements**

The Garfield Heights Education Foundation was founded in 2021 to enhance the educational programs of the Garfield Heights City Schools. The Foundation works with, but is independent of, the Garfield Heights City Schools.

**Article II. COMPOSITION OF THE BOARD OF TRUSTEES****Section 2.01           General Powers**

The Board of Trustees shall manage the business and the affairs of the Garfield Heights Education Foundation.

**Section 2.02           Appointment**

All members of the Board of Trustees will be elected and/or appointed by a simple majority of the Board of Trustees at a meeting at which a quorum is present.

**Section 2.03           Composition**

The Board of Trustees shall be composed of not less than five (5) members, each serving for a one-year term, with no limitation on successive terms. Each officer shall hold office until his/her successor has been elected, or until his/her resignation, removal, retirement, disqualification or death.

**Section 2.04           Ex Officio Members**

The Board of Trustees may elect to have the Superintendent of schools and/or a representative appointed by the Garfield Heights City School District Board of Education serve in ex-officio capacities. Further, the Board of Trustees may appoint other persons as ex-officio members. If the Board of Trustees elects to appoint ex-officio members, such members shall be entitled to notice of meetings, to be present in person, and to present matters of consideration during meetings. Ex-officio members shall not be counted for purposes of quorum and shall not have the authority to vote. If the Board of Trustees elects to allow ex-officio members, the Board of Trustees will, at that time, designate the term of any such appointments.

**Section 2.05 Emeritus Members**

The Board of Trustees may appoint one or more persons as Emeritus Members. The appointment as Emeritus Member shall be for life, unless otherwise provided in appointment by the Board. Emeritus Members may be invited to attend meetings of the Board and to take part in consideration of any business by the Board of Trustees, but they shall not be counted for purposes of a quorum or for purposes of voting.

**Section 2.06 Resignation and Removal**

Any Trustee may resign at any time by giving written notice to the Chair of the Board, and unless otherwise specified, such resignation shall be effective upon delivery to the Chair of the Board.

Any Trustee may be removed at any time with or without cause by the vote of two-thirds of Trustees at a meeting.

**Section 2.07 Vacancies**

Any vacancy occurring in the elected Trustees may be filled by the affirmative vote of the majority of the remaining directors even though less than a quorum or by the sole remaining Trustee. A Trustee elected or appointed to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

**Section 2.08 Compensation**

Trustees shall serve without compensation. The Board of Trustees may not compensate Trustees for their services as such but resolution may provide for the payment of any or all expenses incurred by the Trustee in attending regular and special meetings of the Board of Trustees.

**Section 2.09 Conflict of Interest**

Upon or before election, hiring or appointment, all members of the Garfield Heights Education Foundation Board of Trustees or any of its Committees will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and will be updated as appropriate.

No member of the Garfield Heights Education Foundation Board of Trustees, or any of its Committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Garfield Heights Education Foundation. Each individual shall disclose to the Board any personal interest that he or she may have in any matter pending before the Foundation and shall refrain from participation in any decision on such matter.

Any contact between a Trustee and the public could be perceived as representing the Foundation. Therefore, all members of the Garfield Heights Education Foundation Board of Trustees, and any of its Committees, shall be mindful of this fact, even when the contact does not take place in the normal course of business. Further, Trustees shall indicate on personal websites, including personal social media accounts that content included on any such sites does not represent the Foundation and does not constitute a statement(s) made on behalf of the Board of Trustees.

Trustees of the Garfield Heights Education Foundation will not accept gifts, gratuities, loans, or other preferential treatment or favors from any organization or individual who has, or seeks to have, a business relationship or is/would be eligible to apply to the Foundation for grants. Any offers of a gift, a trip, a gratuity, etc. from a current or potential business source or grant recipient are to be refused and reported.

However, Trustees/members may in the conduct of normal business relationships, be the recipients of hospitality in the form of meals, refreshments, or other social amenities provided such are not extravagant and are within general community norms for non-profit business socialization.

## **Article III. MEETINGS OF THE BOARD OF TRUSTEES**

### **Section 3.01 Annual Meetings**

An annual meeting of the Board of Trustees shall be held no later than July 1 – to conduct any business of the Board of Trustees may specify. Special meetings may be called by any member of the Board of Trustees as needed.

### **Section 3.02 Time and Location**

Meetings may be held at any time and place convenient to the Board of Trustees and members.

### **Section 3.03 Notice of Meeting**

Written notice of the time and place of each meeting shall be given electronically to each Trustee at least seven (7) days before each meeting. Notice of time, place, an/or purpose of any meeting may be waived either before or after the holding of such meeting by any member of the Board of Trustees and shall be recorded upon the records of such meeting. .

### **Section 3.04 Meeting Schedule**

The Board of Trustees shall establish the annual meeting schedule at the annual meeting.

### **Section 3.05 Special Meetings**

Special Meetings of the Board of Trustees may be called by the Chair or any three Trustees. Written notice of the time and place of special meetings shall be given to each Trustee electronically at least twenty-four (24) hours before each meeting.

### **Section 3.06 Quorum**

A majority of members of the Board of Trustees must be present in order to constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

### **Section 3.07 Manner of Acting**

Except as otherwise provided in these bylaws, the act of the majority of the members, shall be an act of the Board of Trustees. If only a quorum is present at a meeting, then two-thirds majority of vote of all members present either in person or electronically at such meeting is necessary to authorize any Board action.

Stan Lipinski

**Section 3.08 Proxy Voting**

Members may appoint a proxy, written or electronically, to cast their votes on any matter. Proxy votes shall be in writing, delivered to the Chair of the Board, and may not be sent by a representative.

**Section 3.09 Actions Without a Meeting**

Any action required or permitted to be taken by the Board of Trustees at a meeting may be taken without a meeting in a majority consent in writing, setting forth the action so taken, shall be signed by each of the members.

**Section 3.10 Presumption of Assent**

A Trustee of the Board who is present at a meeting at which action on any corporate matter is taken shall be presumed to have assented to the action unless his/her contrary vote is recorded or his/her dissent is otherwise entered in the minutes of the meeting or unless he/she shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a Trustee who voted in favor of such action.

**Section 3.11 Order of Business**

The order of business at any meeting of the Board of Trustees shall be determined by the officer of the Board acting as Chair of such meeting unless otherwise determined by a vote of the majority of the members present and entitled to vote at such meeting.

**Article IV. OFFICERS****Section 4.01 Officers**

The officers of the Board of Trustees shall include a Chairperson, a Vice-Chairperson, a Treasurer, and a Secretary. In the event of a vacancy, the Board of Trustees will appoint a successor for the remaining term.

**Section 4.02 Tenure of Office**

The officers of the Foundation will be elected annually or until their successors are duly appointed by the Board of Trustees. Any officer may be removed, with or without cause, by vote of two-thirds of Trustees at a meeting in which the full Board is present.

**Section 4.03 Bonds**

The Board of Trustees by resolution may require any officer, agent or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his/her respective office or position.



**Section 4.04            Duties of Officers****(a) Chair**

The Chair shall be the chief executive officer of the Board and shall call and preside at all meetings. The Chair shall provide leadership to the Board and its other committees, work closely with other officers in carrying out approved programs and policies, and maintain communications to ensure proper evaluation of performance.

**(b) Vice Chair**

The Vice Chair shall, in the absence of the Chair, perform the duties of the Chair and while so acting, the Vice Chair shall have all powers and authorities of, and shall be subject to the restrictions upon, the Chair. The Vice Chair shall have such other authorities and duties as are delegated by the Chair or maybe delegated from time to time by the Board or Chair.

**(c) Treasurer**

The Treasurer shall have supervision of all funds of the Foundation.

**(d) Secretary**

The Secretary shall take or cause to be taken minutes of all meetings of the Board of Trustees. The Secretary shall be the custodian of all records and reports of the Board.

**Article V. COMMITTEES****Section 5.01            Composition**

The Board of Trustees shall have the capacity to establish standing and/or ad hoc committees as appropriate.

**Article VI. AMENDMENT AND REVIEW****Section 6.01            Amendment**

The By Laws may be amended, or new regulations may be adopted, at regular, annual, or special meetings of the members of the Board of Trustees by a two-thirds majority vote of all members of the Board. Written notice of the proposed amendment shall be given to each Board member.

**Section 6.02            Periodic Review**

A special committee appointed by the Chair of the Board of Trustees shall review the By Laws periodically. The committee shall recommend revisions as are considered necessary.

## **Article VII. CONTRACTS, LOANS, CHECKS DEPOSITS AND GIFTS** Stan Lipinski

### **Section 7.01 Contracts**

The Board of Trustees may authorize by resolution, any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be generally confined to specific instances. However, the individual authority to enter into or execute any such contract on behalf of the Foundation shall not exist without such formal authorization of the Board of Trustees by resolution.

### **Section 7.02 Loans**

No loans shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

### **Section 7.03 Checks and Drafts**

All checks and drafts or other orders for the payment of money issued in the name of the Foundation shall be signed by a member of the Executive Committee as determined by resolution of the Board of Trustees. In the absence of such resolution, such instruments shall be signed by the Treasurer and countersigned by the Chair or designated member of the Foundation.

### **Section 7.04 Deposits**

All funds of the Foundation shall be deposited in such depositories as adopted by the Board of Trustees.

### **Section 7.05 Gifts**

The Board of Trustees may accept, on behalf of the Foundation, any contribution, gift, bequest, or devise for their general purpose or for any special purposes of the Foundation. The Board of Trustees may also decline to accept any gift to the Foundation. Any donations accepted shall be reported to the Board of Trustees.

## **Article VIII. DISSOLUTION**

### **Section 8.01 Distribution Upon Dissolution**

The decision to dissolve the Foundation must be approved by the unanimous vote of all members of the Board of Trustees. Upon dissolution, all of the Foundation's assets shall, after all of its liabilities and obligations have been discharged, be distributed to the Garfield Heights Board of Education to support charitable needs within the Garfield Heights City School District, or shall be conveyed to such an organization(s) within the boundaries of the Garfield Heights City School District which promotes the general purpose for which the Foundation was formed, as designed by a majority vote of the Trustees holding office, provided that such an organization(s) qualifies as an exempt organization(s) under Section 501 (c) (3) of the Code or like designation at the time of dissolution and distribution.

## Article IX. MISCELLANEOUS

EIN 87-2187313

### Section 9.01 Fiscal Year

The fiscal year of the Foundation shall be fixed by the Board of Trustees. July 1- June 30  
Stan Lipinski

### Section 9.02 Required Records

The officers, agents, and employees of the Garfield Heights Education Foundation shall maintain such books, records, and counts of the Foundation's business and affairs as required by the laws of the State of Ohio. The Foundation shall also keep minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees. The books, records and papers of the Foundation shall be at all times, during reasonable business hours, subject to inspection by any Trustee.

## Article X. INDEMNIFICATION

### Section 10.01 Indemnification

Any person who at any time serves or has served as a director, officer, employee or agent of the Foundation or in such capacity by resolution of the Board of Trustees for any other corporation, partnership, joint venture, trust, other enterprise, shall have a right to be indemnified by the Foundation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding.

The Board of Trustees of the Foundation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Foundation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall insure to the benefit of the legal representatives of any such person and shall not be exclusive or any other rights to which such person may be entitled apart from the provision of this bylaw.

### Section 10.02 Insurance

The Board of Trustees shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation trustee, officer employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.