

CODE OF REGULATIONS OF NEAR WEST INTERGENERATIONAL SCHOOL

(Amended and Restated October 30, 2019)

ARTICLE I – IDENTIFICATION

- 1.01 Name. The name of this corporation shall be known as Near West Intergenerational School (the “Corporation”).

ARTICLE II – PURPOSES AND POWERS

2.01 Purpose. The Corporation is organized exclusively for charitable and educational purposes as a public benefit corporation to operate as a public school within the State of Ohio. The Corporation has the purpose and powers stated in its Articles of Incorporation (the “Articles”) and whatever powers are or may be granted by Chapter 1702 of the Ohio Revised Code (“ORC”) or any successor legislation.

2.02 Powers. The Corporation is empowered to exercise all rights and power conferred by the laws of the State of Ohio upon non-profit charitable corporations, including, but without limitation, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and/or income there from or distribute the same for the above purposes.

ARTICLE III – OFFICES AND STATUTORY AGENT

3.01 Principal Offices. The principal office of the Corporation shall be located and maintained in Cuyahoga County, Ohio.

3.02 Branch Offices. The Corporation may have such other offices, either within or without the County of Cuyahoga, State of Ohio, as may be deemed necessary.

3.03 Statutory Agent. The statutory agent for the Corporation is Brooke King, whose address is 3805 Terrett Avenue, Cleveland, Ohio 44113.

ARTICLE IV – GOVERNING AUTHORITY

4.01 General Authority and Powers of the Governing Authority. The Corporation shall be governed, and all authority of the Corporation shall be exercised by a board of directors (the “Governing Authority”) in accordance with all applicable laws and regulations. Subject to the provisions of Ohio law in general, the Ohio Nonprofit Corporation Law, the Articles of Incorporation, this Code of Regulations and any other applicable laws or regulations, the Governing Authority shall do and perform every act and thing whatsoever it shall deem

necessary, expedient or advisable to carry out the purposes of the Corporation. Without limiting the foregoing, the Governing Authority shall have all powers to act on behalf of the Corporation including the power to (a) appoint and remove Directors (as defined below); (b) appoint and remove Officers (as defined in Section 7.01) and (c) amend these Regulations.

4.02 Number. The Governing Authority shall be comprised of at least five (5) and no more than eleven (11) individuals (each a “Director” and collectively the “Directors”), or such greater number as may be subsequently determined by the Governing Authority. Each Director shall be qualified and elected in accordance with this Code of Regulations.

4.03 Qualifications of Directors. The Directors shall be, in their capacity as Directors, the Governing Authority of a public community school in Ohio upon the signing of a charter contract with a sponsor. As such, the Directors shall have a strong interest in the welfare of the Corporation and in education. Each Director shall (i) be willing and able to attend all meetings, both regular and special, (ii) be willing to serve as an Officer, (iii) accept special assignments and serve on advisory councils, and (iv) meet any other orientation, educational, statutory or sponsor requirements. Without limiting the foregoing, all Directors will be required, at such times and in such intervals as requested by the Corporation or its sponsor, to undergo periodic criminal background checks, attend all training sessions prescribed by Ohio law or requested by the Corporation or its sponsor and submit conflict of interest disclosure forms in accordance with Article IX of this Code of Regulations. Each new Director will receive a copy of this Code of Regulations and, from time to time, any additional materials deemed necessary to assist Directors in understanding their responsibilities, including but not limited to Director expectations, and the operations of the Corporation.

4.04 Term. Each Director will serve a three-year term, which expires on June 30th of the third year following their election, and which may be renewed as many times as such Director is elected. Each Director shall hold office until that Director’s term expires, or until such Director’s successor is elected or until such Director’s earlier resignation, removal from office, or death.

4.05 Election of Directors. Candidates for Director shall be nominated by the Governing Authority, or a committee thereof, and elected by the Directors in accordance with the decision-making process in Section 5.03.

4.06. Resignations or Removal of Directors. Any Director may resign at any time by tendering a written resignation to the Governing Authority. The resignation shall be effective upon receipt of the resignation by an officer of the Governing Authority or, if later, upon the date specified by the director in the resignation. A Director may be removed at any time, with or without cause, by the Governing Authority. Any Director who is absent from three successive regularly scheduled meetings of the Governing Authority as provided in Section 5.01 of this Code of Regulations shall be deemed to have resigned due to non-participation, and such Director’s position shall be deemed vacant, unless the Governing Authority affirmatively votes to retain that Director as a member of the Governing Authority.

4.08. Vacancies. When a vacancy occurs, the Governing Authority may elect a person to fill the vacancy for the unexpired term of the departing Director in accordance with this Code of Regulations.

4.09. 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 Governing Authority. Honorary Directors are elected for life, are not voting members of the Board, do not count toward a quorum and are permitted but not required to attend meetings. The title of an Honorary Director may be revoked at any time, with or without cause, by the Governing Authority.

4.10. Designation of Representative to IGC. The Governing Authority shall designate a representative to serve as a member of the Board of Directors of IGC (the "IGC Representative") to represent the interests of this Corporation. The IGC Representative may or may not be a Director of this Corporation and shall serve at the pleasure of the Governing Authority.

ARTICLE V - MEETINGS OF THE GOVERNING AUTHORITY

5.01 Meetings. The regularly scheduled meetings of the Governing Authority shall be held at such time, date and place as a majority of the Directors may determine and special meetings may be called at any time by the Chair or by any two (2) Directors. schools long as the Corporation operates an Ohio Community School, meetings of the Governing Authority relating in any way to the business or operation of the school must be open to the public and publicized or advertised as required by law and with such frequency as needed to conduct the affairs of the Corporations.

5.02 Notice and Waiver. Unless waived, notice of each regular meeting of the Governing Authority shall be given to each Director as directed by the Secretary not more than sixty (60) days or less than three (3) days before any such meeting. Notice of the time, place and purpose 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 corporate notice for that meeting.

5.02 Quorum. The presence of a simple majority of the total number of Directors entitled to vote shall constitute a quorum for the transaction of business at all meetings of the Governing Authority. The Governing Authority shall not make any decisions at any meeting at which a quorum is not present.

5.03 Voting. All motions shall require for adoption a majority vote of the Directors present and voting, except as provided by statute, this Code of Regulations, or parliamentary authority. Upon the demand of any Director, the vote shall be recorded by roll call. Unless a specified number of affirmative votes are required, an abstention shall be recorded and deemed to consent to the outcome of the voting. In situations in which a tie vote occurs and abstentions

have been cast, the motion shall fail for lack of a majority. All actions requiring a vote can be conducted by voice vote or show of hands, unless a roll-call vote is requested or required. A Director must be physically present at the meeting to vote. Each vote and abstention shall be recorded. Proxy voting is prohibited.

ARTICLE 6 - COMMITTEES AND ADVISORY COUNCILS

6.01. Director Committees. The Directors may, by resolution of a majority of the Directors then in office, provided that a quorum is present, create and appoint Directors to one or more committees ("Director Committees") as may be deemed appropriate. Only Directors may serve on any Director Committee, provided, however, any such committee to which any authority of the Directors or Governing Authority is delegated shall never consist of a majority of the Directors. Simple majority of the members of any Director Committee shall constitute a quorum, and the act of a simple majority of the votes cast at a meeting of a Director Committee at which a quorum is present shall be the act of such Director Committee. In every instance, however, the final action on any recommended school policy by a Board Committee will require a vote by the Governing Authority. Furthermore, no Director Committee shall meet to discuss school business without proper notice to the public of a regular or special meeting and, only votes of the Governing Authority shall be valid and binding. The Governing Authority may, at any time, revoke or modify any or all of the authority delegated to a Director Committee

6.02 Advisory Councils. The Governing Authority and/or the Directors may, at its discretion consider recommendations of associations, supporting organizations or advisory councils, which are not part of the Governing Authority. The Governing Authority may, at any time, revoke or modify any or all of the responsibilities assigned to an advisory council

ARTICLE 7 - OFFICERS

7.01. Titles. The officers of the Corporation shall be a chair of the Governing Authority (the "Chair"), a chief executive officer who shall be called the executive director (the "Executive Director"), a secretary (the "Secretary"), a treasurer (the "Treasurer"), any number of vice-chairs (each a "Vice-Chair") and such other officers (including assistant officers) as the Governing Authority may deem advisable (collectively, the "Officers"). All Officers shall be Directors, except the Executive Director and the Treasurer, **who may or may not be Directors**. The same individual may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as either the Executive Director or the Chair.

7.02. Election and Term. The Executive Director shall serve in such office for as long as such individual is employed by the Corporation as the Executive Director. The other officers of the Corporation shall be elected by the Directors at any time for a two-year term and shall serve at the pleasure of the Governing Authority.

7.03. Vacancies. When an Officer vacancy occurs, the Governing Authority may elect another Director to fill the vacancy for the unexpired term of such office by a majority of the Directors then in office.

7.04. Resignation. Any Officer may resign from the position at any time by tendering a written notice of resignation to the Governing Authority or the Chair, the Executive Director or the Secretary. The resignation shall be effective upon receipt of notice or, if later, upon the date specified by the Officer in the resignation. Any resignation shall be without prejudice to the rights, if any of the Corporation under any contract to which the Officer is a party.

7.05. Removal. An Officer may be removed at any time, with or without cause, by the Governing Authority at a meeting of the Governing Authority called for such purpose. If applicable, such removal will be without prejudice to any rights of an Officer under any contract or employment.

7.06. Authority. Except as otherwise provided in this Code of Regulations, the Officers shall have such authority and shall perform such duties as are customarily incident to their respective offices, or as may be specified from time to time by the Governing Authority, regardless of whether such authority and duties are customarily incident to such office.

7.07. Chair. The Chair shall preside at all meetings of the Governing Authority, if present, and shall exercise and perform such other powers and duties as the Governing Authority or this Code of Regulations may prescribe. The Chair shall coordinate the activities directed by the Governing Authority and shall oversee the actions of the Corporation, subject to the policies and goals established by the Governing Authority.

7.08. Vice-Chair. The Vice-Chair shall have such powers and perform such duties as the Governing Authority, or this Code of Regulations may prescribe. In the absence of the Chair, a Vice-Chair selected by the Directors shall preside at all meetings of the Governing Authority.

7.09. Executive Director. The Executive Director shall be the general manager and chief executive officer of the Corporation and shall be responsible for the day-to-day management of the Corporation's activities and affairs. The Executive Director shall have such other powers and duties as the Governing Authority, or this Code of Regulations may prescribe.

7.10. Secretary. The Secretary shall supervise the maintenance of the Corporation's Article of Incorporation, this Code of Regulations, minutes and records of the proceedings of the Governing Authority and its committees, and the giving of notices as may be proper or necessary. Without limiting the foregoing, the Secretary shall approve and certify all minutes of meetings of the Governing Authority have such other powers and duties as the Governing Authority, or this Code of Regulations may prescribe.

7.11. Treasurer. The Treasurer shall monitor the financial affairs of the Corporation. So long as the Corporation is operating a community school as defined in Chapter 3314 of the Ohio Revised

Code, the office of Treasurer shall be held by the Corporation's appointed designated fiscal officer, who shall not be a member of the Board of Directors. The Corporation's designated fiscal officer shall hold such licenses and receive such training as required by Ohio law. The Treasurer shall cause to be kept adequate and correct accounts of its assets and liabilities, receipts, disbursements, gains, losses, together with such other accounts as may be required, and, review and answer board members' questions about the annual audit and he/she shall perform such other duties as from time to time may be assigned to him/her by the Governing Authority. Upon the expiration of his/her appointment, the designated fiscal officer shall turn over to the Governing Authority all property, books, papers, and money of the Corporation in his/her hands.

7.12. Executive Committee. The Chair, a Vice Chair and Secretary shall serve as the executive committee of the Corporation (collectively, the "Executive Committee"). The Executive Committee will meet with such frequency as it may determine. The Executive Committee may invite any Director, Officer, employee, outside advisor or other individual who is not a member of the Executive Committee to attend its meetings or meet with its members, but such persons will not have voting power and will not be held out as members of the Executive Committee. All activities of the Executive Committee shall be reported at the next succeeding meeting of the Governing Authority and no action of the Executive Committee shall be considered an act of the Governing Authority unless and until ratified by the Governing Authority in accordance with this Code of Regulations.

ARTICLE VIII – INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

8.01 Indemnification. Except as otherwise provided in this Article VIII, the Corporation shall, to the fullest extent permitted by applicable law, indemnify each person who, by reason of being or having been a Director or Officer of the Corporation, is named or otherwise becomes or is threatened to be made a party to any action, suit, investigation or proceeding (or claim or other matter therein), and the Corporation may indemnify any other person as deemed proper by the Governing Authority, against any and all costs and expenses (including reasonable attorney fees, judgements, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by, or imposed upon such person in connection with any action, suit, investigation or proceeding (or claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being or at any time having been a Director, Officer, employee or other agent of or in a similar capacity with the Corporation, or by reason of being or at any time having been, at the direction or at the request of the Corporation, a director, trustee, officer, administrator, manager, employee, member, volunteer, advisor or other agent of or fiduciary for any subsidiary or other corporation, partnership, trust, venture or other party or enterprise. Any Director who is a party to or threatened with any such action, suit, or proceeding, in a capacity other than a Director, shall not be qualified to vote and the remaining Directors shall thereupon determine, by a majority vote, whether indemnification is proper.

Each request by or on behalf of any person who is or may be entitled to indemnification for reason other than by being or having been a Director or Officer of the Corporation shall be reviewed by the Governing Authority, and indemnification of such person shall be authorized by the Governing Authority only if it is determined by the Governing Authority that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in this Code of Regulations, no person shall be indemnified to the extent, if any, it is determined by the Governing Authority or by written opinion of legal counsel designated by the Governing Authority for such purpose that indemnification is contrary to applicable law.

8.02 Review. Each request by or on behalf of any person who is or may be entitled to indemnification shall be reviewed by the Governing Authority, and indemnification of such person shall be authorized only if it is determined by the Governing Authority that indemnification is proper and, notwithstanding anything to the contrary in this Code of Regulations, no person shall be indemnified to the extent, if any, it is determined by the Governing Authority or by written opinion of legal counsel designated by the Governing Authority for such purpose, that indemnification is contrary to applicable law.

8.03 Insurance. As authorized by the Governing Authority, the Corporation may purchase and maintain insurance against liability on behalf of any such person described above to the full extent permitted by applicable law then in effect.

ARTICLE IX – CONFLICT OF INTEREST AND COMPENSATION

9.01 Conflict of Interest. The Corporation shall adopt a conflicts of interest policy to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer or other interested person.

[SEE EXISTING CODE OF REGULATIONS PROVISIONS]

9.02 Compensation and Expenses. Directors shall not receive compensation for their services to the Corporation. Reasonable expenses of a Director incurred in the performance of his/her duties as a Director and expenses of a Director-elect in training and orientation will be paid by the Corporation provided that each such Director or Director-elect submits a written statement of his/her expenses for the approval by the Governing Authority at its next regular meeting. Under no circumstances, however, will Directors be reimbursed for the purchase of alcoholic beverages.

ARTICLE X – BOOKS AND RECORDS

10.01 Books and Records. The Corporation shall keep correct and complete books, records and minutes of the Governing Authority's meetings and, so long as required by Ohio or other applicable law, during the time when the Corporation is functioning as a public school, such books and records shall be public records.

10.02 Names and Addresses. The Secretary of the Corporation shall keep an accurate list of the names and addresses of the Directors.

ARTICLE XI – AMENDMENTS

11.01 The Articles of Incorporation and the Code of Regulations shall be adopted and amended by a majority of all of the members of the Governing Authority.

ARTICLE XII – DISSOLUTION

12.01 The Corporation may be dissolved upon a majority vote of the Directors, provided that upon dissolution the Corporation, after paying or making provision for payment of all of the liabilities of the Corporation, must distribute its assets to another public benefit corporation, the United States, a state or any political subdivision of a state or a person that is recognized as exempt from federal income taxation under Section 501(c) (3) of the Internal Revenue Code.