

AMENDED & RESTATED CODE OF REGULATIONS  
OF  
NORTHWEST OHIO CLASSICAL ACADEMY  
AN OHIO NONPROFIT CHARITABLE CORPORATION

ARTICLE I

AUTHORITY AND ORGANIZATION

NAME

- 1.1 The name of said corporation is the NORTHWEST OHIO CLASSICAL ACADEMY.

ADDRESS

- 1.2 The corporation's principal office shall be at its principal place of business.

CHARITABLE PURPOSES

- 1.3 The corporation's purpose is to provide classical education to Northwest Ohio. It is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations described in Section 170(b)(1)(A), 170(c), 2055(a), and 2522(a), who qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal tax code.

NO POLITICAL ACTIVITY

- a. 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 and distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ANNUAL DISTRIBUTIONS

- b. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

NO SELF DEALING

- c. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

NO EXCESS BUSINESS HOLDINGS

- d. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

NO JEOPARDY INVESTMENTS

- e. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

NO TAXABLE EXPENDITURES

- f. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

GENERAL POWERS

- g. The corporation shall have all the powers allowed to a nonprofit corporation under the law of Ohio to the extent such powers are consistent with the purposes of the corporation.

CONFLICT OF INTEREST

- h. The corporation shall adopt and abide by a conflict of interest policy. The policy will comply with Ohio law and the corporation will require its Trustees to complete an annual disclosure statement.

TRUSTEES

- 1.4 The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Trustees ("BOARD").

INITIAL TRUSTEES

- a. The names and addresses of the persons who are the initial Trustees of the corporation are as follows:

CHERYL GARLOW  
404 FOREST DRIVE  
ROSSFORD, OHIO 43460

ANDY LENOARD  
4814 LAUREL HILL PLACE  
TOLEDO, OHIO 43614

MATT MELCHOR  
4824 LAUREL HILL PLACE  
TOLEDO, OHIO 43614

ROBERT J. PRUGER  
1132 CLARK STREET  
BOWLING GREEN, OHIO 43402

JANET RAGAN  
2359 DENSMORE DRIVE

KATHLEEN SALLAH  
5421 WEST CASTLE DRIVE #4

TOLEDO, OHIO 43606

TOLEDO, OHIO 43615

ANNA WOYCIK  
2965 MATTHEW CIRCLE  
MONCLOVA, OHIO 43542

#### TRUSTEES AS MEMBERS

- 1.5 There shall be no members of the Corporation. The Board of Trustees shall, for purposes of any statute or rule of law relating to Ohio non-profit corporations, act as the members of the Corporation, and shall have all the rights and privileges of members as permitted by the Ohio Non-Profit Corporation Code Chapter 1702, as amended; provided, however, that the provisions governing meetings of Trustees set forth herein shall also apply to the meetings of Trustees when acting as members of the Corporation. The Board of Trustees is self-perpetuating.

#### VOTING

- a. Each Trustee of the corporation shall be entitled to one vote on each matter properly submitted to the BOARD for its vote, consent, waiver, release or other action. Voting at elections and votes on other matters must be in person. No Trustee may vote or act by proxy.

#### NO BENEFICIAL INTEREST

- b. Trustees of the corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any Trustee on the dissolution or winding up of the corporation.

#### NO PERSONAL LIABILITY

- c. Trustees of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

#### TAX STATUS

- 1.6 Notwithstanding any other provision of the Articles of Incorporation ("ARTICLES") or the Code of Regulations ("REGULATIONS"), the corporation shall not carry on any other activities not permitted to be carried on:

#### BY EXEMPT ORGANIZATIONS

- a. by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or

#### FOR DEDUCTIBLE CONTRIBUTIONS

- b. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

#### DUTIES OF TRUSTEES AND OFFICERS

- 1.7 A Trustee or officer shall perform all duties as such in good faith, in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

#### RELIANCE ON INFORMATION

- a. A Trustee or officer may rely on information, opinions, and reports prepared by others reasonably believed to be reliable and competent in the matters prepared or presented.

#### LIMITATION OF LIABILITY

- b. To the fullest extent permitted by law a Trustee or officer shall not be liable for any judgments, decrees, fines, penalties, amounts paid in settlement, and other liabilities for any act Trustee takes or fails to take as a Trustee or officer of the corporation, unless it is proved, by clear and convincing evidence, in a court with jurisdiction, that the act or omission of the Trustee or officer was one undertaken with a deliberate intent to cause injury to the corporation or was one undertaken with reckless disregard for the best interests of the corporation.

#### INDEMNIFICATION

- c. To the fullest extent permitted by law, each Trustee and officer of the corporation shall be indemnified and held harmless by the corporation from and against any and all losses, claims, damage, liabilities, expenses (including attorney's fees), judgements, fines, settlements and other amounts reasonably incurred by Trustee arising from any and all claims, demands, actions, suits or proceedings, civil, criminal, administrative or investigative in which Trustee may be involved or threatened to be involved by reason of Trustee's management of the affairs of the corporation or his or her status as an officer or Trustee of the corporation or a similar capacity in another entity at the request of the corporation whether or not he or she is a Trustee or officer of the corporation or continues in a similar capacity in such other entity at the time of incurring such loss, cost and expense.

#### PAYMENT OF COSTS

- d. To the fullest extent permitted by law, all costs and expense incurred by a Trustee or officer in defending any claim, demand, action, suit or proceeding shall be paid by the corporation as they are incurred prior to the final disposition of the action, suit or proceeding subject to repayment of such amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that Trustee's action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the corporation or undertaken with reckless disregard for the best interests of the corporation.

## OTHER RIGHTS

- e. The corporation shall purchase directors and officers liability insurance sufficient to ensure indemnification and payment of costs.

This indemnification shall not be exclusive of any other rights which any Trustee or officer may be entitled to as a matter of law.

The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or plea of guilty or nolo contendere shall not create a presumption that such person did not meet the standards of conduct set forth in this Article.

The indemnification provided by this Article shall not be deemed exclusive of, or in any way to limit, any other rights to which any person eligible for indemnification may be or may become entitled as a matter of law, or pursuant to the Articles of Incorporation, the Code of Regulations, agreements, insurance coverage, or otherwise. The indemnification provided by this Article shall continue as to a person who has ceased to be a Trustee or officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

Irrespective of the provisions of this Article, the Board of Trustees at any time or from time to time, may approve the indemnification of Trustees and officers or other persons to the full extent permitted by the provisions of the Ohio General Non-Profit Corporation law at the time in effect, whether on account of past or future transactions.

The extension of rights of indemnification hereunder by liberalization of any existing law of the State of Ohio shall not be construed as limiting any right of indemnification of any Trustee or officer which has accrued under an existing law. It is the intention of this provision that any liberalization of the law of the State of Ohio shall inure to the benefit of Trustees and officers entitled to indemnification. No change in the law of Ohio decreasing the rights of indemnification shall be deemed to derogate from or decrease any right of indemnification which shall have accrued or vested prior to the change in such law.

If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effect of the remaining provisions of this Article shall not be affected.

## DISSOLUTION OF CORPORATION

- 1.8 On the dissolution of the corporation, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Trustees, officers or other private persons.

## ARTICLE II

## BOARD OF TRUSTEES

### MANAGEMENT

- 2.1 To the fullest extent permitted by law, the ARTICLES and the REGULATIONS, the BOARD shall constitute the governing body of the corporation and except as otherwise required by law, the ARTICLES or the REGULATIONS, all of the authority of the corporation in its affairs shall be managed by the BOARD.

### QUALIFICATION

- 2.2 Natural persons and other entities may be approved as trustees by a majority of the BOARD.

### NUMBER FIXED BY BOARD

- 2.3 Until changed in accordance with the provisions of the REGULATIONS, the number of Trustees shall not be less than five (5) nor more than eleven (11) with the exact number to be determined from time to time by the BOARD. The Board shall endeavor (but is not required) to have an odd number of Trustees.

### ELECTION OF TRUSTEES

- 2.4 Trustees shall be elected at the annual meeting of BOARD, and when the annual meeting is not held or Trustees are not elected thereat, they may be elected at a special meeting called and held for that purpose.

### TERM OF TRUSTEES

- 2.5 The normal term of a Trustee shall be for three (3) years commencing in June of a given year. In order to provide continuity in the membership of the BOARD, the policy shall be to elect Trustees for staggered terms with initial terms and vacancies to be filled for unexpired terms in order to accomplish this purpose. Trustees whose terms have expired but whose successors have not been elected and qualified shall continue to hold office beyond the expiration date of their term until their successors are elected and qualified. The Board of Trustees shall at its inaugural meeting designate each initial Trustee's term as either one (1), two (2) or three (3) years so that there is an approximately equal number of Trustees whose term expires in each year. Subsequent to the initial election all Trustee terms shall be for three (3) years.

### VACANCIES

- 2.6 In the event of the death, removal, or resignation of a Trustee, the remaining Trustees by the vote of a majority of their number may fill the vacancy created in the BOARD for the unexpired term. In the event the BOARD increases the number of Trustees but fails at the meeting at which such increase is authorized or at an adjournment thereof to elect the additional Trustees provided for, or in the event the Trustees fail at any time to elect the whole authorized number of Trustees a vacancy shall exist until the BOARD fills the vacancy. A Trustee may be removed by a two-thirds majority of all remaining attending Trustees, at which a quorum is present, when in the BOARD'S judgement such removal is in the best interest of the corporation.

## BY-LAWS

- 2.7 For the governance of its action, the BOARD may amend or adopt amended By-laws consistent with the ARTICLES and REGULATIONS.

## APPOINTMENT OF OFFICERS

- 2.8 Without limitation upon the generality of the powers conferred on the BOARD, the BOARD shall have the power to fix, define, and limit the powers and duties of all officers of the corporation, to appoint and at their discretion with or without cause to remove or suspend such officers, and to fix and determine all salaries or compensation of all officers.

## COMMITTEES

- 2.9 The BOARD may provide for such standing or special committees as they deem desirable and may discontinue any of them at their pleasure. At the BOARD'S discretion, any standing or select committee may include individuals who are not Trustees. Each such committee shall have such powers and perform such duties, not inconsistent with law, the ARTICLES or the REGULATIONS, as may be delegated to it by the BOARD. Vacancies in such committees shall be filled by the BOARD or as the BOARD may otherwise provide.

## ARTICLE III

### MEETINGS OF THE TRUSTEES

#### ANNUAL MEETING

- 3.1 The annual meeting of the BOARD of this corporation shall be held as provided by resolution of the BOARD. Until changed such meeting shall be held on a date fixed by the BOARD. The purpose of the annual meeting shall be (among other things) to elect Trustee(s) or re-elect current Trustee(s) whose term expired or is expiring in the current calendar year.

#### SPECIAL AND REGULAR MEETINGS

- 3.2 Special meetings of the Trustees may be called at any time by the President of the BOARD, or in his absence a Vice-President, the Trustees by action at a meeting, or a majority of all Trustees acting without a meeting. The corporation shall endeavor to hold ten (10) regular meetings a year (including its annual meeting). Either at the discretion of the President or by majority resolution of the BOARD, the corporation may hold less than ten (10) meetings per year. All meetings shall comply with applicable notice requirements of this CODE OF REGULATIONS and Ohio's Open Meetings Law, Ohio Rev. Code 121.22. Notwithstanding anything to the contrary in this CODE OF REGULATIONS, no group of Trustees which consist of a majority of the BOARD, including committees, shall meet in a prearranged manner to discuss public school business, without proper notice to the public of a regular or special meeting.

The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the applicable procedure at meetings, as long as such rules are not inconsistent with this CODE OF REGULATIONS, Ohio law, or any special rules the BOARD may adopt.

#### AGENDA FOR MEETINGS

- 3.3 The policy shall be to furnish an agenda for all meetings, in advance, whenever possible but failure to state the purpose of the meeting shall not invalidate the notice.

#### LOCATION OF MEETINGS

- 3.4 Meetings of the BOARD shall be held at the principal office of the corporation or at such other place within or without the State of Ohio as the BOARD may determine from time to time and as shall be designated in the notice of the meeting. While Board Members must be physically present to vote, communication equipment may be used at the meeting to constitute participation in the meeting if all persons participating can communicate with each other.

#### NOTICE OF MEETING(S)

- 3.5 Unless waived, a written notice or electronic notice of any regular meeting, stating the day, hour and place, and the purpose or purposes thereof, shall be served, mailed or emailed to each Trustee of record entitled to vote or entitled to notice, not more than sixty (60) days nor less than five (5) days before the date of the meeting. Notice of any Special Meeting may be made other than by written notice when circumstances dictate and must be given at least twenty-four (24) hours in advance stating the purpose. If notice is mailed or emailed, it shall be directed to a Trustee at his/her address or email address as the same appears on the records of the corporation, respectively. Notice of meetings shall be posted and provided to the public as required by Ohio law.

#### RECORD DATE FOR NOTICE

- 3.6 The record date for determining who are entitled to receive notice of a meeting shall be the date next preceding the day on which notice is given unless the BOARD fixes some other record date but shall not be a date earlier than the date on which the BOARD fixes such record date and shall not be more than 60 days preceding the date of the meeting.

#### WAIVER OF NOTICE

- 3.7 Any Trustee, either before or after any meeting, may waive any notice required to be given by law, the ARTICLES, or REGULATIONS. Attendance by any Trustee whether in person or telephonically and consents to hold a meeting shall be valid for all purposes without call or notice, and at such meeting any action may be taken permitted by law, the ARTICLES or the REGULATIONS.

#### QUORUM

- 3.8 Any number greater than half (1/2) of all Trustees of record (either in person or telephonically) attending any meeting called for any purpose, shall constitute a quorum. At any meeting at which a quorum is present, all questions and business which shall come before the meeting shall be determined by the vote of a majority of those attending.



### MAJORITY VOTE

- 3.9 A majority of the Trustees present at a meeting at which a quorum is present is the act of the BOARD unless the act of a greater number is required by the ARTICLES or REGULATIONS provided however, a majority of the BOARD shall be required to fill a vacancy for an unexpired term in the BOARD.

### ADJOURNED MEETINGS

- 3.10 At any meeting, a majority of the Trustees present in person or telephonically may adjourn, from time to time, and from place to place, without notice other than by announcement at the meeting. At any such adjourned meeting, any business may be transacted which might be transacted at the meeting as originally notified or held.

### RECORD DATE FOR VOTING

- 3.11 The record date for determining the Trustees who are entitled to vote at a meeting shall be five days prior to the date on which the meeting is fixed to be held unless the BOARD fixes some other record date which shall not be a date earlier than the date on which the BOARD fixes such record date and shall not be more than 60 days prior to the date fixed for the meeting.

### ACTION WITHOUT MEETING

- 3.12 Unless otherwise prohibited by law, any action which may be taken at any meeting of Trustees may be authorized or taken without a meeting with the affirmative vote or approval, in writing, signed by at least a majority of Trustees.

### EXPENSE OF MEETINGS

- 3.13 By resolution of the BOARD expense of attendance, if any, may be allowed for attendance at each regular or special meeting of the BOARD.

## ARTICLE IV

### OFFICERS

- 4.1 Officers shall be elected by a majority vote of the BOARD and are: President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as the BOARD may from time to time select. Other than the President and Vice President, any two (2) or more of such offices may be held by the same person.
- 4.2 Officers of the corporation shall hold office at the pleasure of the BOARD. The BOARD may remove any officer at any time with or without cause with a majority vote of Trustees attending a meeting in which a quorum is present. A vacancy in any office however created shall be filled by the BOARD.
- 4.3 The President shall preside at all meetings of the BOARD and shall perform duties usually attached to that office and those duties assigned to him by the BOARD.

- 4.4 The Vice-President, Secretary, and Treasurer, shall generally perform all the duties usually performed by such officers of like corporations and such further duties as may from time to time be required of them by the BOARD.
- 4.5 Starting in June 2017, all office positions shall be two-year terms.

#### ARTICLE V

#### INDEMNIFICATION AND INSURANCE

- 5.1 The corporation may indemnify and hold harmless each employee, volunteer and agent of the corporation, as the BOARD from time to time determines, to the same extent permissible with respect to Trustees and officers by the ARTICLES and REGULATIONS, against all cost and expense reasonably incurred by him, in connection with any action, suit or proceeding, to which he is made a party by reason of his status as such, or having a similar status within the other entity at the request of the corporation, whether or not he is acting in such capacity at the time of incurring such cost and expense.
- 5.2 The corporation may purchase and maintain insurance in such amounts as the BOARD from time to time determine to insure each person acting as Trustee, officer, employee, agent or volunteer, in such capacity against any liability asserted against him, arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under Section 1702.12(E)(1) and (E)(2) of the Revised Code of Ohio.

#### ARTICLE VI

#### AMENDMENTS

- 6.1 Neither the ARTICLES, nor the REGULATIONS, shall be amended in such a manner that the corporation will cease to be a charitable corporation.
- 6.2 Amendment of the ARTICLES or REGULATIONS shall require the affirmative vote of two-thirds (2/3) majority of the Trustees present at a meeting at which a quorum is present.
- 6.3 Dissolution of the corporation shall require the affirmative vote of two-thirds majority of the Trustees present at a meeting at which a quorum is present.

*Unanimously approved by all initial trustees (see above for definition on 1/9/2016).*

*Amendment approved by all trustees on 5/4/2019.*