



BYLAWS

UPPER ARLINGTON EDUCATION FOUNDATION

ARTICLE I - Name and Offices

The name of the Organization shall be the Upper Arlington Education Foundation (UA+Ed).

The physical office of the Upper Arlington Education Foundation is the Foundation Room located within the Upper Arlington High School, 1625 Zollinger Road, Columbus, OH 43221.

The mailing address of the Upper Arlington Education Foundation is the Mincy Center, 1619 Zollinger Road, Columbus, OH 43221.

ARTICLE II - Purpose, Mission, Vision and Values

Section - 2.01 - Purpose

The Purpose of this UA+Ed shall be to support, strengthen and enhance the Upper Arlington School District.

- A. UA+Ed exists as a separately incorporated, charitable UA+Ed. As a public charity, all contributions to the UA+Ed under section 501c(3) will receive the maximum tax deduction allowed by law. Fed Tax ID#: 31-1156964.
- B. UA+Ed will provide funding and resources through a defined process of reviewing requests submitted by school employees, students, community members and other stakeholders.
- C. UA+Ed will provide scholarships through Designated Funds established for this purpose.
- D. UA+Ed will provide community members, alumni and other stakeholders opportunities to provide financial, in-kind and volunteer support.

Section 2.02 - Mission, Vision and Values

MISSION

To provide access to meaningful opportunities for each and every student.

VISION

An inspired and thriving community of learners.

VALUES

Honoring Community

Our expectation of quality and love of neighbors is recognized in all that we do.

Fostering Connections

We nurture relationships and cultivate partnerships for yesterday, today, and tomorrow.

Supporting Innovation and Leaders

We fuel ideas and creativity in the classroom and beyond.

Embracing Diversity, Equity, and Inclusion

All are welcome and have equitable access to opportunity.

Giving Generously

Our hearts are big and our passion is education.

Being Responsive

We listen and learn to align our giving.

ARTICLE III - Board of Trustees

Section 3.01 - The UA+Ed shall be governed by a Board of Trustees. Trustees shall have the rights and privileges conferred under the laws of the State of Ohio and as set forth in these Bylaws.

Section 3.02 - Number and Composition

- A. The UA+Ed shall have a minimum of fifteen (15) members of the Board of Trustees.
 - a. Fourteen (14) members will be selected by the current Board of Trustees as defined in Section B of this Section.
 - b. The Board of Education shall appoint no less than one (1) Ex Officio Trustee as defined in section 3.04.
- B. Selection of Trustees
 - a. Fourteen (14) Trustees will be elected by the Board of Trustees before the end of the year according to the staggered terms identified in Section 3.03.
 - i. It is the intention of the UA+Ed to select members in a manner that aligns with the mission, vision and values of UA+Ed.
 - ii. A minimum of three (3) of members of the Board of Trustees shall be members of the Upper Arlington Alumni Association as defined in section 7.02.

Section 3.03 - Term

- A. Trustees will hold office for a term of four (4) years, with the intention of such terms being staggered as equally as possible.
- B. It shall be the intention to elect a minimum of one member of the Upper Arlington Alumni Association each year to serve on the Board of Trustees.
- C. No Trustee, other than the Ex Officio Trustee appointed by the Board of Education, shall serve more than one (1) term unless that individual is an officer or committee chairperson and/or special circumstances dictate a need/reason to stay.
- D. A former Trustee may be reelected as a Trustee after a one-year or more absence from the Board of Trustees.
- E. The term of office shall commence on January 1st of the following year.

Section 3.04 - Ex Officio Trustees

There shall be no less than one (1) current Upper Arlington Board of Education member appointed by the Board of Education to serve a one (1) year term as a member of

UA+Ed Board of Trustees with full rights and voting privileges of a Trustee and as specified herein. If more than one (1) Board of Education member is appointed, they shall share only one vote.

Section 3.05 - Ad Hoc Members

- A. The Superintendent of the Upper Arlington School District shall be an ad hoc member.
- B. Additional ad hoc members may be designated to one-year terms at the discretion of the Board Chair.
- C. Such ad hoc members shall serve in an advisory capacity and will have no voting privileges or rights except within committees of UA+Ed unless it is determined and properly voted on from time to time by the board to allow one or more ad hoc members to have voting privileges.
- D. Ad hoc members may include staff members of the Upper Arlington School District.

Section 3.06 - Compensation

- A. Trustees shall not receive any compensation for their service to UA+Ed.
- B. Trustees may be reimbursed for expenses incurred on behalf of UA+Ed.

Section 3.07 - Trustee Expectations and Privileges

Trustees will receive, in writing, a document approved by the Board of Trustees that states the expectations and privileges of being a member of the Board of Trustees.

Section 3.08 - Conflict of Interest

- A. There shall be a conflict of interest policy shared with members of the Board of Trustees at the beginning of their term.
- B. Any Trustee having a conflict of interest which could possibly cause the trustee to act other than in the best interest of UA+Ed shall disclose such a conflict to the Board of Trustees. In such a case, the Trustee shall not vote or use undue influence on related board decisions or actions.

Section 3.08 - Resignations

- A. A Trustee may resign at any time by giving written notice to the Executive Director or Board Chair.
- B. A resignation shall take effect upon delivery unless otherwise specified by the resigning Trustee.

Section 3.09 - Removal from the Board of Trustees

- A. Any Trustee, other than the Ex Officio Trustee appointed by the Board of Education, may be removed from the Board of Trustees with cause at any time by the affirmative vote of two-thirds of the Trustees in office.
- B. The failure of a Trustee, other than the Trustee appointed by the Board of Education, to meet the expectations approved by the Board of Trustees may constitute cause for the removal of such trustee.

- C. An Ex Officio Trustee appointed by the Board of Education may be removed at any time by the Board of Education.

Section 3.10 - Vacancies

- A. Any vacancy on the Board of Trustees, other than the Ex Officio Trustee appointed by the Board of Education, may be filled following the process set forth in Section 3.02 and a majority vote of the remaining members of the board.
- B. A Trustee filling a vacant position on the Board of Trustees may complete the term created by the vacancy.
- C. After completing the term created by the vacancy, a Trustee may be considered to serve a full term pursuant to the process set forth in Section 3.02.

ARTICLE IV - Meetings

Section 4.01 - Schedule and Frequency

- A. UA+Ed shall conduct board meetings, at least quarterly, at the discretion of the Board Chair. There shall be at least one meeting which includes the election of Trustees and Officers and receiving UA+Ed financial reports.
- B. Special meetings of the Board of Trustees may be called by the Board Chair or any two (2) Trustees.

Section 4.02 Place of Meetings/Electronic Meetings

- A. Meetings of the Board of Trustees shall be held in the Foundation Room located in the Upper Arlington High School unless otherwise designated by the Board Chair.
- B. Meetings may be held through any form of electronic communication or a hybrid of in-person and electronic communication that allows each Trustee to communicate with other Trustees participating.

Section 4.03 Notice of Meetings

- A. Notice of the time and place of each meeting of the Board of Trustees shall be given to each Trustee at least two (2) days before a meeting.
- B. Notice may be given in person, by phone, by mail or through electronic mail.

Section 4.04 Quorum and Manner of Action

- A. A majority of the Trustees in office, inclusive of the Ex Officio members, shall constitute a quorum for transaction of business at any meeting of the Board of Trustees.
- B. The action of the majority of the Trustees in attendance at a meeting at which a quorum is present shall authorize such action by the Board of Trustees unless a greater number is needed as stated in these Bylaws.
- C. In the absence of a quorum at a meeting, action may be deferred and taken later as set forth in Section 4.05.

Section 4.05 Action by the Board of Trustees Outside of Meetings

- A. Outside of meetings of the Board of Trustees, business may be conducted through electronic mail or other communication with Trustees.
- B. A majority is needed to constitute approval.
- C. In the case of business taking place outside of meetings, action will be documented and made accessible to Trustees.

ARTICLE V - Officers

Section 5.01 - The officers of the UA+Ed shall be a Board Chair and a Treasurer, each of whom must be a current Trustee or Ad Hoc Member, and such other officers or assistant officers as deemed necessary by the Board of Trustees.

Section 5.02 – Election and Term of Office

- A. The officers of the UA+Ed shall be elected by the Board of Trustees at a meeting of the Board of Trustees held before the end of the year, with terms commencing on January 1st of the following year.
- B. New offices may be created and filled at any regular or special meeting of the Board of Trustees.
- C. The officers shall hold office for one (1) year terms. The Board Chair shall serve no more than one (1) consecutive term unless circumstances warrant another term.

ARTICLE VI - Committees

Section 6.01 - Standing Committees

- A. The Board of Trustees may, by resolution, designate one or more committees, each of which shall consist of not less than three (3) Trustees. The Board may establish procedures to govern the committees' activities and delegate thereto such authority as may be necessary or desirable for the efficient management and operation of the property, affairs, business, and/or activities of the Organization.
- B. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee of any responsibility imposed by law.
- C. Each committee shall be headed by a Chair who is appointed by the Board Chair.

Section 6.02 – Ad Hoc and Ex Officio Committee Members

- A. The Board of Trustees may appoint one or more persons Ad Hoc and/or Ex Officio members of any committee.
- B. Ad Hoc and Ex Officio committee members shall be entitled to present matters for consideration and to take part in meetings of the committee.

Section 6.03 – Authority and Manner of Action

- A. Unless otherwise provided in these bylaws, or unless otherwise ordered by the Board of Trustees, such committee shall act by a majority of its Trustees at a meeting at such place or through electronic communication as permitted under the laws of the State of Ohio or by a writing or writings signed by all of its Trustees.
- B. Any act or authorization of an act or transaction of business by any such committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the Board of Trustees.

ARTICLE VII - Upper Arlington Alumni Association

Section 7.01 - The UA+Ed will govern and provide resources to operate the Upper Arlington Alumni Association (UAAA).

Section 7.02 - Members of the UAAA shall include all Upper Arlington graduates, former or retired educators and others who are committed to the purposes stated below.

Section 7.03 - Purposes of the UAAA

- A. Promote connections and communication between the Upper Arlington School district and UAAA members.
- B. Create opportunities for UAAA members to gather together in celebration and honor of their past.
- C. Encourage UAAA members to support current and future Upper Arlington students by giving to the UA+Ed.

Section 7.04 - UAAA Council

- A. A UAAA Council will be formed to further the purposes of the UAAA as stated in Section 7.03.
 - a. Members of the UAAA Council shall include a minimum of three (3) current UA+Ed trustees. Additional at-large members may be chosen at the discretion of UA+Ed and current UAAA at-large Council members.
 - b. UAAA Council Designees on the UA+Ed Board of Trustees shall have full rights and voting privileges and shall each serve on one or more committees as specified in the Trustee Expectations and Privileges.
- B. The operations of the UAAA Council will be consistent with Article VI.

ARTICLE VIII - Director and Staff

Section 8.01 – Executive Director

The Executive Director is hired by the Board of Trustees and shall be reviewed annually by the Board Chair or a duly appointed committee. The Executive Director has day-to-day responsibilities for the UA+Ed, including carrying out the UA+Ed's strategic priorities and policies. The Executive Director will attend all Board meetings, report on the progress of the UA+Ed, answer questions of the Trustees and carry out the duties described in the job description. The Board may designate other duties as necessary.

Section 8.02 – Staff

The Executive Director may hire other paid staff as they deem proper and necessary for the operations of the UA+Ed, pursuant to the budget properly approved by the Board. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Executive Director.

ARTICLE IX - Indemnification and Insurance

Section 8.01 – Indemnification

- A. To the fullest extent not prohibited by applicable law, the UA+Ed may indemnify each person who, by reason of being or having been a Trustee or officer of UA+Ed, named or otherwise becomes or is threatened to be made a party to any such proceeding, and the UA+Ed by the Board of Trustees may indemnify any other person as deemed proper by the Board of Trustees, against any and all costs and expenses (including attorney fees, judgments, 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 threatened to be made a party by reason of being or at any time having been a Trustee, officer, employee or other agent of or in a similar capacity with the UA+Ed, or by reason of being or at any time having been, at the direction or request of UA+Ed, a director, trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other UA+Ed, partnership, trust, venture, or other entity or enterprise including any employee benefit plan.
- B. Each request on behalf of any person who is or may be entitled to indemnification for any reason other than by being or having been a Trustee or officer of UA+Ed shall be reviewed by the Board of Trustees, and indemnification of such person shall be authorized by the Board of Trustees only if it is determined by the Board of Trustees that indemnification is proper in the specific case, and notwithstanding anything to the contrary in these bylaws, no person shall be indemnified to the extent, if any, it is determined by the Board of Trustees or by written opinion of legal counsel designed by the Board of Trustees for such purpose that indemnification is contrary to applicable law.

Section 8.02 – Insurance

The UA+Ed may, as the Board of Trustees may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Trustee, officer, employee or other agent of or in a similar capacity with UA+Ed, or who is or at any time has been, at the direction or request of the UA+Ed, a director, trustee, officer, administrator, manager, employee, member, advisor or other agent or fiduciary for any other Organization, partnership, trust, venture or other entity or enterprise including any employee benefit plan, against any liability asserted against and incurred by such person.

ARTICLE X - Amendments

Section 10.01 - Amendments

- A. These Bylaws may be amended from time to time by the Board of Trustees by an affirmative vote of two-thirds of the Trustees then in office
- A. Notwithstanding subsection (A) above, these Bylaws may not be amended by the Board of Trustees in any manner to the extent such amendment restricts or removes any rights or interests of the UA+Ed or changes the purposes of the UA+Ed set forth in Section 2.01

ARTICLE XI - Dissolution

Section 11.01

- A. The UA+Ed may be voluntarily dissolved pursuant to O.R.C. Section 1702.47.
- B. Upon the dissolution of the UA+Ed, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of Franklin County, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.