AMENDED AND RESTATED
CODE OF REGULATIONS
OF
THE BRECKSVILLE-BROADVIEW HEIGHTS SCHOOLS
FOUNDATION PROGRAM

A Nonprofit Corporation

Adopted: April 19, 1999
Amended: September 16, 2009

Ohio Corporate Charter No. 829092

Federal Employer Identification Number: 34-1726629

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SECTION 1
OFFICES

The principal office of the Corporation shall be in the State of Ohio. The Corporation shall designate a registered office in accordance with law and shall maintain it continuously. The Corporation may have offices at other places within the State of Ohio as the Board of Trustees may determine.

SECTION 2
MEMBERS

2.1 Voting Members. To the extent charitable corporations are required by Ohio law to have Members, then and to that extent the Members of this Corporation shall consist of the persons who from time to time are the Trustees. All of the rights and powers of the Members, including, but not limited to the right to vote, shall be vested in, exercised by, and delegated to the Board of Trustees. For purposes of this Section, annual and regular meetings of the Trustees shall constitute annual and regular meetings of the Members. At Trustee meetings, a majority of the Trustees in office shall constitute a quorum of the Members. Each voting Trustee shall be entitled to one vote on each matter submitted to the Members for a vote.

2.2 Non-Voting Members. If deemed appropriate by the Trustees, the Corporation may solicit charitable donations from the general public to become 'Members' of the Corporation. Such 'Members' shall be non-voting 'Members' for all purposes of the Corporation. In the sole discretion of the Trustees, such non-voting 'Members' may be invited to attend the Annual Meeting of the Trustees.

2.3 Ex-officio Members. Ex-officio Members shall be Members invited to attend meetings of the Trustees and to express opinions with respect to Corporation matters. Ex-officio Members shall not be Voting Members. Ex-officio Members shall include:

2.3.1 The President of the Brecksville-Broadview Heights Schools Alumni Association, or his or her designee,

2.3.2 The President of the Brecksville-Broadview Heights City School District PSO Council, or his or her designee, and

2.3.3 Any other person or persons determined by the Voting Members of the Trustees

SECTION 3
BOARD OF TRUSTEES

3.1 General Powers. Subject to the limitations of the Articles of Incorporation, these Regulations, and the nonprofit corporation statutes, all corporate powers shall be exercised by or under the authority of the Board of Trustees. The management and affairs of the Corporation shall be controlled by the Board of Trustees.

3.2 Number. Qualification, Election; Classification and Tenure. There shall be eighteen (18) Trustees, unless the number of Trustees is increased or decreased from time to time by amendment to these Regulations.

3.2.1 A current member of the Board of Education;
3.2.2 The Superintendent of the Brecksville-Broadview Heights City School District, or his or her designee;
3.2.3 Fourteen (14) At-Large Trustees who are residents of the Brecksville-Broadview Heights City School District and who are sensitive to the concerns of a multi-city school district;
3.2.4 A Teacher Representative from the Brecksville-Broadview Heights City School District; and
3.2.5 An Administrator from the Brecksville-Broadview Heights City School District.

Prior to a candidate for At-Large Trustee being elected for the first time, whether to fill a vacancy or whether to serve a full term, the candidate shall be presented to the duly elected and qualified Board of Education of the Brecksville-Broadview Heights City School System for acknowledgement: Once a candidate is acknowledged by the Board of Education, the candidate may be elected by the Board of Trustees. At-Large Trustees who are re-elected to a subsequent term need not be acknowledged by the Board of Education.

Each At-Large Trustee shall hold office for a term of one(1) year, until his or her successor is elected and qualified, or until his or her earlier resignation, removal from office or death. If a seat on the Board of Trustees becomes vacant before the end of a Trustee's term, a new Trustee may be appointed to fill the vacant seat for the remainder of the unexpired term of that class in accordance with Section 3.3 below.

3.3 Vacancies. Any vacancy occurring for any reason in the Board of Trustees may be filled by the affirmative vote of a majority of the remaining Trustees, even though the remaining number of Trustees may be less than a quorum of the Board of Trustees, unless otherwise provided by law or the Articles of Incorporation. A Trustee elected to fill a vacancy shall hold office only until the next election of Trustees at the Annual Meeting of Trustees.

3.4 Resignation or Removal. Any Trustee may resign at any time by notice in writing to the Board. At any meeting of Trustees called expressly for that purpose, any Trustee or Trustees may be removed from office, with or without cause, by vote of a majority of the Trustees. New Trustees may be elected by the Trustees for the unexpired terms of Trustees removed from office at the same meetings at which the removals are voted. If the Trustees fail to elect persons to fill the unexpired terms of removed Trustees, and if the Trustees did not intend to decrease the number of Trustees to serve on the Board, then the unfilled vacancies shall be filled in accordance with Section 3.3.

3.5 Annual Meeting. The Board of Trustees shall hold its Annual Meeting in September of each year, or at the times and places designated by the Board of Trustees or the President of the Corporation, and stated in the notice of the meeting.

The Annual Meeting Order of Business shall be as follows:

3.5.1. The election of the At-Large Trustees to their one year term for the forthcoming year. (Electors shall be the At-Large Trustees whose terms are expiring. The Electors may re-elect themselves as At-Large Trustees for the forthcoming year. Immediately after the election, the Trustees' term for the previous year is ended, and the newly elected Trustees shall act on any further business at the Annual Meeting).

3.5.2 The election of Officers for the forthcoming year.

3.5.3 The transaction of other business as may properly come before a Regular Meeting.

Failure to timely hold an Annual Meeting shall in no way affect the terms of Officers or Trustees of the Corporation or the validity of actions of the Corporation.

3.6 Regular Meetings. Regular meetings of the Board of Trustees may be held at any time and place determined from time to time by the Board of Trustees, but not less often than once each calendar quarter.

3.7 Special Meetings. Special meetings of the Board of Trustees may be called by the the President or twenty-five percent (25%) of the Trustees. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for Trustees to consider. No business other than that specified in the notice shall be considered. The person or persons authorized to call special meetings of the Board of Trustees may fix a reasonable time and place for holding the special meeting.

3.8 Place of Meeting. The Board of Trustees may designate any reasonable place within the State of Ohio as the meeting place for any Trustee meeting. If no designation is made, then the meeting place shall be at a facility located in the Brecksville-Broadview Heights City School District, in Brecksville or Broadview Heights, Ohio.

3.9 Telephone Meetings. Trustees may participate in meetings of the Board of Trustees by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation in that manner shall constitute presence in person at that meeting.

3.10 Notice. Notice of any regular meeting shall be given at least three (3) days prior to the meeting by written notice delivered personally, by mail or by facsimile transmission to each trustee at his or her address. Unless waived, written or printed notice stating the date, time, and place of the Annual Meeting shall be delivered personally or by mail not less than five (5) days nor more than forty (40) days before the date of the Annual Meeting. If mailed, the notice shall be deemed to be delivered when deposited in the United States Mail, postage prepaid. If notice is given by facsimile transmission, the notice shall be deemed delivered when completed, unless the transmission is completed after 5:00 p.m. on a business day or on a weekend or holiday, in which case it will be deemed given as of 9:00 a.m. on the next successive business day. Notice of a subsequent meeting, which is published in the minutes of a prior meeting and sent as described above, shall constitute due notice of that meeting.

3.11 Waiver of Notice. A written waiver of notice signed by a Trustee shall be equivalent to the giving of the notice, regardless of whether the written waiver is signed before or after a meeting. Attendance of a Trustee at a meeting shall constitute a waiver of notice of that meeting, except when the Trustee attends at the beginning of the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.12 Quorum and Voting. A majority of Trustees in office shall constitute a quorum for the transaction of business. Unless a larger vote of the Trustees is required by the Articles of incorporation or by law, the vote of a majority of Trustees present at a meeting at which a quorum is present shall constitute the action of the Board of Trustees. After a quorum has been established at any Trustees' meeting, the subsequent withdrawal of Trustees, which reduces the number of Trustees entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If less than a quorum is present, then a majority of those Trustees present may adjourn the meeting from time to time without notice until a quorum is present. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

3.13 Votes. Each Trustee shall be entitled to one vote on each matter submitted to the Trustees for a vote.

3.14 Presumption of Assent. A Trustee of the Corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he or she voted against the action or abstains from voting because of an asserted conflict of interest.

3.15 Standing-Rules. The Trustees may establish a set of Standing Rules which govern the day-to-day operations and procedures of the Corporation and its Officers.

3.16 Compensation. Trustees shall not receive any stated salary for their services, although reasonable expenses advanced on behalf of the Corporation may be reimbursed if appropriate documentation or evidence of the advanced expenses is submitted.

3.17 Action Without Meeting. In accordance with Section 1702.25 of the Ohio Revised Code, any action of the Board of Trustees may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Trustees is filed in the minutes of the Board of Trustees. Such consent shall have the same effect as a unanimous vote.

SECTION 4
COMMITTEES

4.1 Creation of Committees. By resolution passed by a majority of the whole Board of Trustees, the Board of Trustees may designate one or more standing or special committees as it deems desirable, and may discontinue any committee in its sole discretion. The members of any of the committees shall serve at the pleasure of the Board of Trustees. Subject to the approval of the Board of Trustees, each committee may prescribe rules and regulations for the call and conduct of the committee and other matters relating to its procedure.

4.2 Committees and Advisory Groups. The Board of Trustees may provide for other committees and advisory groups as it may deem desirable, and may discontinue the same at its pleasure. The Committees may consist in whole or in part of non-trustees. Committees and advisory groups shall have those functions and may exercise those powers of the Board of Trustees which can be lawfully delegated, but only to the extent provided in the resolution or resolutions creating such committee or committees.

SECTION 5
OFFICERS

5.1 Officers. The Officers of this Corporation shall be a President, who shall also serve as chairperson of the Board of Trustees, Secretary and Treasurer, each of whom shall be elected by the Board of Trustees. A Vice President, and any other officers and assistant officers as may be deemed appropriate may be elected by the Board of Trustees from time to time. All Officers shall be Trustees of the Corporation. Any two or more offices, except those of President and Secretary, may be held by the same person. A failure to elect a President, Secretary or Treasurer shall not affect the existence of the Corporation.

5.2 Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Trustees at the Trustees' Annual Meeting. If the election of Officers is not held at the Annual Meeting, the election shall be held as soon thereafter as may be practical. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her death, or until he or she shall resign or shall have been removed in the manner provided in these Regulations.

5.3 Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Board of Trustees.

5.4 Vacancies. Vacancies in offices, regardless of how the vacancy arose, may be filled at any time by election by the Board of Trustees for the unexpired terms of those offices.

5.5 Duties. The President shall preside at all meetings of the Board of Trustees. In addition:

5.5.1 President. The President shall be the Chief Executive Officer of the Corporation. The President shall exercise, subject to the control of the Board of Trustees of the Corporation, a general supervision over the affairs of the Corporation. If the Trustees have established long range planning or executive committees, the President shall be a member of those committees and shall be responsible for calling committee meetings and oversight of the committee's activities.

5.5.2 Vice-President. In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice-President, if any, shall perform the duties and be vested with the authority of the President. If the Trustees have established a fund raising or special events committee, the Vice-President shall be a member of that committee and shall be responsible for calling committee meetings and oversight of the committee's activities. The Vice-President shall also be a member of any long range planning or executive committees.

5.5.3 Secretary. The Secretary shall record the minutes of all proceedings of the Board of Trustees and shall maintain proper records for the Board which shall be attested by him or her. He or she shall keep the records as may be required by the Board of Trustees.

5.5 .4 Treasurer. If at all possible, the Treasurer should be a person who is a certified public accountant. The Treasurer shall have the custody of the funds and assets of the Corporation which may come into his or her hands and shall maintain, invest and spend the Corporation's funds and assets as may be ordered by the Board of Trustees. When necessary or proper he or she may endorse for collection on behalf of the Corporation, checks, notes, and other obligations. He or she shall deposit the funds of the Corporation to its credit in the banks and depositories the Board of Trustees may designate from time to time. He or she shall submit a statement of the financial condition of the Corporation at the Trustees' Annual Meeting. He or she shall keep and maintain in the books of the Corporation full and accurate accounts of all monies received and disbursed for and on account of the Corporation, Whenever required by the Board of Trustees, the Treasurers shall make and render a statement of his or her accounts and any other statements as may be required. If the Trustees have established an investments, finance or audit committee, the Treasurer shall be a member of those committees and shall be responsible for calling committee meetings and oversight of the committee's activities.

5.5.5 General Duties of All Officers. All Officers shall perform generally all duties incident to their particular office, and also any other duties as may be assigned to that officer by the Board of Trustees.

5.6 Compensation. No Officer shall be entitled to receive any compensation. The Officers may be reimbursed for reasonable expenses advanced on behalf of the Corporation if appropriate documentation or evidence of the expenses advanced is submitted.

5.7 Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Board of Trustees, the Board may delegate its powers or duties to any other Officer or to any other Trustee.

SECTION 6
BOOKS. RECORDS AND REPORTS

6.1 Report to Trustees . The Treasurer shall send an annual report to the Trustees of the Corporation not later than four months after the close of each fiscal year of the Corporation. The report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue and disbursement statement for the year ending on the closing date. The financial statements shall be prepared from and in accordance with the books of the Corporation, in conformity with generally accepted accounting principles applied on a consistent basis.

6.2 Inspection of Corporate Records. Any person who is a Trustee of the Corporation shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of Trustees of the Corporation. Upon the written request of any Trustee, the Corporation shall mail to that Trustee a copy of the most recent balance sheet and revenue and disbursement statement. If the request for a financial statements is received by the Corporation before the financial statements are available for its last fiscal year, the Corporation shall mail the financial statements as soon as they become available. In any event, the financial statements must be mailed within four months after the close of the fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation, shall be kept for at least five years, and shall be subject to inspection during business hours by any Trustee, in person or by an agent.

SECTION 7
VOTING UPON SHARES OF OTHER CORPORATIONS

Unless otherwise ordered by the Board of Trustees, the President shall have full power and authority on behalf of the Corporation to vote in person at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of those shares which this Corporation might have as owner.

SECTION 8
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Member, Trustee, Officer, Employee, or member of a committee, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the Corporation from paying to any such person reasonable reimbursement for expenses incurred with respect to services rendered to or for the Corporation in carrying out or performing any of it's the Corporation's purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All Members and/or Trustees of the Corporation shall be deemed to have expressly consented and agreed that upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the remaining assets of the Corporation, after all debts have been satisfied, shall be distributed in such amounts as the Board of Trustees may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Trustees, exclusively to the Brecksville-Broadview Heights City School District, or its lawful successor, if it is then deemed to qualify under the provisions of 501(0)(3) as a charitable or educational institution, or if not, then to one or more charitable or educational organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations, as amended.

SECTION 9
INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees, without being restricted to the class of investments which a fiduciary is or may be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if that action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations, as amended.

SECTION 10
EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no Member, Trustee, Officer, Employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may be amended.

SECTION 11
NONPROFIT OPERATION

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Trustees or Officers. No Member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its Members, Trustees and Officers without violating this provision.

SECTION 12
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of September of each year, and end on the 31st day of August of each year.

SECTION 13
INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee including former Officers and Trustees, to the full extent permitted by the laws of the State of Ohio.

SECTION 14
AMENDMENTS

These Regulations may be altered, amended or replaced and new Regulations may be adopted by the Board of Trustees. Any Regulations or amendments adopted by the Board of Trustees may be further altered, amended or repealed by vote of the Trustees, or a new Regulation in lieu thereof may be adopted by the Trustees.