The Brecksville-Broadview Heights
Schools Foundation

Amended and Restated Code of Regulations
(Adopted by the Board of Directors on August 11, 2026)

Article I
Name, Principal Office, Purpose, and Absence of Members

Section 1.1 – Name

The name of the Corporation is The Brecksville-Broadview Heights Schools Foundation (the “Corporation”).

Section 1.2 – Principal Office

The principal office of the Corporation is located in the City of Brecksville, Cuyahoga County, Ohio.

Section 1.3 – Purpose

The Corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and pursuant to the general authority conferred on nonprofit corporations under the provisions of Chapter 1702 of the Ohio Revised Code.

Section 1.4 – Absence of Members

Membership in the Corporation will consist solely of members of its Board of Directors as permitted by Ohio Revised Code Section 1702.14

Article II
Directors

Section 2.1 – Corporate Authority

Except as otherwise provided by Ohio law or in the Articles of Incorporation or these Regulations, the authority of the Corporation will be exercised by the Board of Directors.

Section 2.2 – Number and Qualifications of Directors

The number of individuals serving on the Board of Directors ("Directors" or individual a "Director") at any time shall be between eleven (11) and fifteen (15) members who are residents of the Brecksville-Broadview Heights City School District and who are sensitive to the concerns of a multi-city school district.

Prior to a candidate for Director 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 Directors. Directors who are re-elected to a subsequent term need not be acknowledged by the Board of Education.

The number of Directors may be changed by the affirmative vote of seventy-five percent (75%) of the Directors of the Corporation, but any reduction in the number of Directors shall not of itself have the effect of shortening the term of any Director currently serving.

Section 2.3 -- Term and Method of Appointment

Each Director shall hold office for a term of three years, 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 Directors becomes vacant before the end of a Director's term, a new Director may be appointed to fill the vacant seat for the remainder of the unexpired term of the Director whose term the new Director is filling. There will be no limit on the number of terms for which a Director may serve.

Section 2.4 – Method of Election of Directors

The Directors at each Annual Meeting of Directors may elect Directors for a three-year term to succeed those Directors, whatever their number, whose term of office then expires, or to fill any vacancies caused by the death, resignation or removal of any Director. If the Directors fail to elect all the Directors whom they are then authorized to elect, or if, after such Annual Meting and before the next succeeding Annual Meeting, additional vacancies occur, the Board may, at any meeting, elect Directors to fill a vacancy or vacancies.

Section 2.5 – Non-Voting Ex-officio Directors

Ex-officio Directors shall be individuals appointed by a majority vote of the Board of Directors and shall be invited to attend meetings of the Directors and to express opinions with respect to Corporation matters. Ex-officio Directors shall not be voting Members. Ex-officio Directors may include any person or persons appointed by the Board of Directors, and shall include the following:

(a) A current member of the Brecksville-Broadview Heights Board of Education;
(b) A Teacher Representative from the Brecksville-Broadview Heights City

School District;

(c) An Administrator from the Brecksville-Broadview Heights City School District; and

(d) The Superintendent of the Brecksville-Broadview Heights City School District, or his or her designee.

Section 2.6 – Removal of Directors

A Director or Ex-Officio Director may be removed with or without cause by the affirmative vote of a majority of all other voting Directors then in office.

Section 2.7 – Vacancies

Whenever a vacancy occurs among the Directors, the Directors may elect a candidate to complete the unexpired term of the Director whose office has become vacant, subject to the provisions of Section 2.2.

Section 2.8 – Compensation and Surety Bond

The Directors will not receive salaries, fees or other compensation for any of their services as Directors and will not be reimbursed for expenses incurred on behalf of the Corporation. No Director shall be required to furnish any bond or surety for the faithful performance of his or her duties.

Section 2.9 – Conflict of Interest

A Director having a conflict of interest or conflict of responsibility on any matter involving the Corporation will promptly disclose such conflict to the remaining Directors according to the procedure outlined in the Corporation's then current conflict of interest policy. Thereafter, the Director with a conflict will be excused from being present during any discussion on such matter during any Board or committee meeting and will refrain from voting on such matter. No Director will use his or her position for the Director's own direct or indirect financial gain.

Article III
Meetings and Action by the Board

Section 3.1 – Annual Meeting of Directors

An Annual Meeting of Directors will be held in the month of August of each year, or at any other time as may be set by the Board. The purposes of the Annual Meeting shall include electing Directors and Officers of the Corporation, and for the consideration of reports and conducting such other business as may come before the meeting.

Section 3.2 – Regular Meetings of Directors

Regular meetings of the Board will be held at the time and place determined by the President and set forth in the notice of meeting.

Section 3.3 – Special Meetings of Directors

Special meetings of the Board may be held at any time upon call by the President of the Corporation or by any two Directors. The business to be transacted at any special meeting will be limited to that set forth in the notice of meeting, unless all Directors then in office are present at such special meeting and waive the notice requirement.

Section 3.4 – Voting Directors

At each meeting of the Board, each voting Director present will be entitled to cast one vote with respect to each matter on which a vote is taken. In all cases, except where otherwise expressly provided in the Articles of Incorporation or these Regulations, the vote cast by a majority of the voting Directors present will control.

Section 3.5 – Quorum and Manner of Action

At each meeting of the Board, the number of Directors equal to 50% of all voting Directors then in office will constitute a quorum. The act of a majority of a quorum at any meeting shall be the act of the Directors. If there is no quorum, a majority of the voting Directors present may, without notice other than by announcement at the meeting, adjourn such meeting from time to time until a quorum exists. No business will be transacted at any such adjourned meting except such business as might properly have been transacted at the original meeting, unless notice of the meeting is given as set forth in Section 3.7.

Section 3.6 – Place of Meetings and Electronic Meetings

Meetings of the Board will be held at the principal office of the Corporation or at such other place within the State of Ohio as the Board may determine. Any meeting of the Board may be held through any form of electronic communication pursuant to which each Director is able to participate and to hear the other Directors participating, or in any other manner permitted under the laws of the State of Ohio. Such participation will constitute attendance at such meeting for purposes of determining quorum or for any other purpose.

Section 3.7 – Notice of Meetings of the Board

Notice of each meeting of the Board will be given by the Secretary to each Director by any form of electronic or written communication or in person not less than forty-eight (48) hours nor more than 60 days prior to such meeting. Any Director may waive notice of any meeting in writing whether before or after such meeting and, by attending any meeting without protesting the lack of proper notice, will be deemed to have waived notice thereof. Unless otherwise limited in the notice thereof, any business may be transacted at any annual or regular meeting.

Section 3.8 – Action by the Board without a Meeting

Any action which may be authorized or taken at a meeting of the Board may be taken without a meeting, without prior notice and without a vote, as permitted under the laws of the State of Ohio, if a consent in writing setting for the action to taken is signed by all of the voting Directors.

Article IV
Officers

Section 4.1 – Elected Officers

The Corporation shall have a President, a Secretary and a Treasurer. The Corporation may also have a Vice President and such other officers and assistant officers as the Directors may deem necessary. Any two or more offices may be held by the same person, with the exception of the offices of President and Secretary, which shall be held by separate persons. All officers shall be voting Directors currently serving.

Section 4.2 – Determination of Duties of Officers

The duties and authority of the Officers will be as determined by these Regulations and by resolutions of the Board not inconsistent with these Regulations.

Section 4.3 – Term of Office and Removal from Office

Officers of the Corporation, except as set forth below, will hold office until the next Annual Meeting of the Board or at any meeting called for such purposes and until their successors are elected and qualified, except in the case of resignation, death or removal. The term of each officer will be one year ending on the date of an annual Meeting of the Board, with an opportunity for reelection to the same office. The Board may remove any officer from office at any time with or without cause by the affirmative vote of at least two-thirds of all other voting Directors then in office and, upon nomination by the Governance Committee, fill any vacancy in any such office by the affirmative vote of a majority of the voting Directors in attendance at any regular or special meeting of the Board.

Section 4.4 – President and, if applicable, Vice President

The President shall preside at all meetings of Directors and shall be the Chief Executive officer of the Corporation. He or she shall have general supervision, management, control and oversight of the business, finances and property of the Corporation, subject to this Code of Regulations and subject to the orders of the Board of Directors, and shall, in general, perform all the duties usually incident to the office of President or that may be imposed or required by the Directors. In his or her absence or inability to act, the Vice President, or if there is no Vice President, the Secretary, shall discharge the duties of the President and shall perform such other duties as shall be determined by the Board.

Section 4.5 – Secretary

The Secretary will in general perform or oversee all of the duties incident to the office of the Secretary, attend all meetings of the Board and ensure that true minutes of the proceedings of all such meetings are preserved in the permanent records of the Corporation. The Secretary will oversee the giving of all notices required by statute, these Regulations or resolution of the Board. All books and papers pertaining to the office of the Secretary shall be subject at any time to the inspection of any Director, and, on the expiration of the Secretary's term of office such Secretary shall deliver all books, papers and other property of the Corporation in his or her possession or under his or her control to the President or to the Secretary's successor in office. The Secretary will perform such other duties and have such other authority as may be delegated or assigned to the position by the Board or the President.

Section 4.6 – Treasurer

The Treasurer shall have general supervision of all finances; shall supervise the investment of funds and securities of the Corporation; shall receive and safely keep or cause to be kept all moneys belonging to the Corporation and shall perform such other duties as from time to time may be assigned by the Directors. The Treasurer shall keep or cause to be kept proper books of account and keep or cause to be kept accurate account of the finances of the Corporation, and will deliver to the Board or the Executive Committee, upon request, accounts of receipts and disbursements and of the financial condition of the Corporation as may be requested. Upon the expiration of his or her term of office, the Treasurer shall deliver all money, books, papers and other property of the Corporation that shall be in his or her possession or under his or her control to his or her successor in office. The Treasurer will perform such other duties and have such other authority relating to the financial affairs of the Corporation as may be delegated or assigned to the position by the Board or the President.

Section 4.7 – Bond

The Board may cause any officer to keep in force a bond in form and amount and with a surety or sureties satisfactory to the Board, which bond may require the faithful performance of the duties of such officer and which will be obtained at the expense of the Corporation.

Article V
Committees

Section 5.1 -- Creation of Committees

By resolution passed by a majority of the voting Directors, the Board of Directors 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 Directors, and may include non-Directors, though the membership of all standing committees shall consist of at least a majority of regular Directors of the Corporation. Subject to the approval of the Board of Directors, each committee may prescribe rules and regulations for the call and conduct of the committee meetings and other matters relating to its procedure.

Section 5.2 – Task Forces and Advisory Groups

The Board of Directors may provide for temporary task forces and advisory groups as it may deem desirable, and may discontinue the same at its pleasure. The task forces and advisory groups may consist in whole or in part of non-Directors. Task forces and advisory groups shall have those functions and may exercise those powers of the Board of Directors which can be lawfully delegated, but only to the extent provided in the resolution or resolutions creating such task force or advisory group.

Article VI
Indemnification and Insurance

Section 6.1 – Indemnification

The Corporation shall indemnify, to the full extent then permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise; provided, however, that the Corporation shall indemnify any such agent (as opposed to any Director, officer or employee) of this Corporation to an extent greater than that required by law only if and to the extent that the Board may, in its discretion, so determine. The indemnification provided hereby shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, the Articles of Incorporation or any agreement, vote of disinterested Directors or otherwise, both as to action in official capacities and as to action in another capacity while he or she is a Director, officer, employee or agent of the Corporation, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6.2 – Insurance

The Corporation may, to the full extent then permitted by law and authorized by the Board, purchase and maintain insurance on behalf of any persons described in Section 1 of this Article VI against any liability asserted against and incurred by any such person in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

Section 6.3 – Right Not Exclusive

The indemnification provided in this Article VI will not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Regulations, any agreement, any insurance purchase by the Corporation, bot of Directors or otherwise, and will continue as to a person who has ceased to be a Director, officer employee or agent and will inure to the benefit of the heirs, executors and administrators of such person provided, however, there will be no duplicate payments by of on behalf of the Corporation.

Section VII
Prohibition Against Sharing of Corporate Earnings; Dissolution

Section 7.1 – No Distribution of Corporate Assets

No Director, 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 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. 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 Directors or Officers. No Director or Officer 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 Directors and Officers without violating this provision, subject to the Corporation’s conflict of interest policies.

Section 7.2 – Dissolution

All Directors 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 Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, 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(c)(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.

Article VII
Miscellaneous

Section 8.1 – Fiscal Year

Unless otherwise determined by the Directors, the Corporation's fiscal year shall begin on September 1 and end on August 31 of each year.

Section 8.2 -- Report to Directors

The Treasurer shall send an annual report to the Directors 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.

Section 8.3 -- Inspection of Corporate Records

Any person who is a Director of the Corporation shall have the right to examine and make copies from the relevant books and records of Directors of the Corporation. Upon the written request of any Director, the Corporation shall provide to that Director in any reasonable manner a copy of the most recent balance sheet and revenue and disbursement statement.

Section 8.4 – Conflicting Provisions

In case any provision of these Regulations shall be inconsistent with the Articles of Incorporation, the Articles of Incorporation shall govern.

Section 8.5 -- Amendment of Regulations

These Regulations may be amended or new Regulations may be adopted by the affirmative vote or written consent of not less than a majority of the Directors; provided, that if the Regulations are amended or new Regulations are adopted without a meeting of Directors, the Secretary of the Corporation shall mail a copy of the amendment or the new Regulations to each Director who would have been entitled to vote thereon and did not participate in the adoption thereof.