



Code of Regulations of the Ridgewood School Association

Article 1 - Name

The name of the Association shall be Ridgewood School Association.

Article 2 – Membership

Members of the Association shall consist of the Board of Trustees.

Article 3 - Purpose

To conduct and operate a private, Independent School for the instruction and education of children of pre-K-8 grades and to do all things and exercise all powers now or hereafter provided by the laws of the State of Ohio respecting not-for-profit corporations.

Article 4 – Trustees

4.1 Nomination of Candidates

The Governance Committee will nominate candidates for the Trustee positions to become vacant the following year. Only one family member per household is to sit on the Board of Trustees. Additionally, employees and immediate relatives (spouse, parents, siblings, children, in-laws) of employees are not permitted to sit on the Board.

The Governance Committee shall submit its recommended list of candidates and résumés of those candidates to the Board of Trustees at the March Board of Trustees meeting. The Board of Trustees will elect the new trustees at the April board meeting.

4.2 Number of Trustees

The Board of Trustees shall consist of a minimum of nine (9) elected members and a maximum of thirteen (13) elected members. In addition to the elected members, the Board may include a maximum of three (3) Presidential appointees. One-third of the elected members are to be elected each year for a three (3) -year term of office.

Presidential appointees shall be appointed for a one (1)-year term and their appointment shall be ratified by a majority vote of the Board of Trustees.

The Board of Trustees shall have the power to fill all vacancies in its membership by appointment and ratification by a majority vote of the remaining Trustees when such vacancies occur. Trustees so ratified by the Board of Trustees will complete the term of office of the individual they have replaced.

4.3 Powers of Trustees

The Board of Trustees shall be responsible for the control and management of the affairs of the Association.

The management and administration of the affairs of Ridgewood School shall be carried out by the Head of School (HOS) under the general direction of the Board of Trustees. The HOS will serve as a non-voting, ex-officio member of the Board of Trustees.

Board Members will be required to sign a Board Member Agreement annually. This agreement will delineate each Board member's duties of attendance, participation, ambassadorship, stewardship, confidentiality, and conflict of interest. It must be signed at the first Board meeting after the last day of school. Failure to sign will be deemed automatic resignation from the Board.

4.4 Meetings of Trustees

The Board of Trustees shall hold at least nine (9) meetings during the fiscal year. The first meeting shall be held in June. At the first meeting the newly elected Board members will be seated and Officers of the Board of Trustees elected. The Board shall determine the date and time of at least eight (8) further meetings, including one meeting in August. The dates and times of all further Trustee meetings shall be posted in a prominent location on the School's website.

Special Meetings of the Board of Trustees may be held at any time upon the call of:

- a) The President of the Board of Trustees/Association.
- b) Three (3) or more members of the Board of Trustees.

A notice of a Special Meeting shall be posted in a prominent location at the School at least five (5) days prior to the meeting and shall state the purpose of the meeting. Each Trustee shall be notified of the Special Meeting via email.

Emergency meetings of the Board of Trustees may be held at any time upon call of the President or three (3) Trustees. An emergency meeting does not require a notice of the meeting.

The Board may vote on a motion via email between meetings on time-critical decisions. Any decisions made via email must be reflected in the meeting minutes of the first meeting following the decision. A majority of Trustees (quorum) must respond to the

email request, and a majority of the responses must be in the affirmative for the motion to pass.

Rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the proceedings of the Board of Trustees in all cases to which they are applicable and in which they are not inconsistent with these Regulations and any applicable laws.

4. 5 Place of Meetings

All meetings of the Board of Trustees shall be held at Ridgewood School. Meetings can be held at other locations provided notice of such meetings is posted on the website five (5) days prior to the meeting and the meeting is open to members of the Ridgewood Community.

Members of the Board of Trustees may participate in meetings through electronic communications equipment if all persons in the meeting can hear each other and contemporaneously communicate with each other. Such participation shall constitute presence at the meeting.

4.6 Quorum

A majority of Trustees shall constitute a quorum for the transaction of business.

4.7 Trustee Term Limitation

A Trustee may be elected for two (2) consecutive three (3) -year terms and then cannot serve as a Trustee for one (1) academic year before being nominated for or appointed to a Trustee position. A Trustee may have served as an appointed Trustee prior to being elected as a Trustee.

4.8 Attendance at Meetings

Trustees shall attend all meetings of the Board of Trustees. In the event a Trustee fails to attend three (3) consecutive regularly scheduled meetings, his/her term of office may be terminated by a majority vote of the remaining Trustees.

Article 5 - Officers

5.1 Officers

The offices of the Board of Trustees and Association shall be:

- a) President
- b) Vice-President/President-Elect
- c) Secretary
- d) Treasurer

The Offices of Secretary and Treasurer may be filled by persons other than Trustees, but they will not have the authority to vote on issues addressed by the Board.

5.2 Election of Officers

The Officers of the Association shall be elected annually by the Board of Trustees at the June meeting. Individuals will be nominated for Office by the Governance Committee, and must be elected to Office by a majority vote of the Trustees in attendance at the organizational meeting.

5.3 Term of Office

All elected Officers shall hold Office for one year or until their successors are elected and seated. If the Offices of Secretary and/or Treasurer are not held by Trustees the provisions of Article 6.1 applies. Add the language back in about non-trustee officers.

5.4 Limitation of Term of Office

The President and Vice-President may only serve two consecutive one-year terms of Office.

5.5 Vacancies

The Board of Trustees shall have the power to fill any vacancies in existing Offices between the annual organization meetings, and create and fill any new Office considered necessary.

Article 6 - Duties of Officers

President

The President shall:

- a) Preside at all meetings of the Board of Trustees.
- b) Be a member ex-officio of all committees.
- c) Perform such other and further duties as may be required from time to time.
- d) Perform other duties usually incidental to such office.

Vice-President

The Vice-President shall:

- a) In the absence of the President, occupy and discharge the Office of the President.
- b) Serve as President-Elect, learning the duties of the Office of President.

Secretary

The Secretary shall:

- a) Attend to the serving of notices to Trustees as required by law and by this Code of Regulations.
- b) Keep an accurate record of meetings of the Board of Trustees.
- c) Perform such other duties as are usually incidental to this Office, or as may be required by the Board of Trustees.

Treasurer

The Treasurer shall:

- a) Ensure that all monies due the Association are received and all monies and property of the Association are safeguarded.
- b) Ensure accurate disbursement of the funds of the Association.
- c) Present a written operating statement at each Board meeting.
- d) Ensure that accurate and current financial records are maintained to facilitate ready audit by the Board of Trustees and/or its nominee.
- e) Work with the HOS to prepare a written draft and final budget showing estimated income and expenditures supporting the affairs of the Association for the coming fiscal year.
- f) Analyze the impact of non-budgeted expenses and recommend appropriate action to the Board of Trustees.
- g) Arrange for an audit of the financial records of the Association as deemed appropriate by the Board of Trustees.
- h) Ensure that the taxes are filed by the 15th day of the fifth month following the close of the fiscal year each year.

Article 7 - Committees

There shall be such standing committees as the Board of Trustees shall designate and such other committees as deemed necessary by the President and the Board of Trustees. Chairs of approved committees shall submit a report prior to each regular meeting of Trustees.

Standing committees will include:

- Executive – to address the business of the Association as needed between meetings. The committee will consist of the current officers, the past president and the HOS.
- Finance – to plan and manage the finances of the Association. The Treasurer will serve as the chair of the Finance Committee.
- Governance – to ensure the operational excellence of the board of trustees including nominating new trustees, officer succession planning, nominating a slate of officers and board assessment.
- Development – to raise funds and friends supporting the Association.

Article 8 – Indemnification

Ridgewood School Association shall indemnify to the full extent permitted by the nonprofit corporation laws of the State of Ohio each person who was, is or will be a Trustee, Officer or employee of the Association (including the heirs, executors, administrators or estate of such person) against any liability, cost or expense incurred by such person in such person's capacity as such a Trustee, Officer or employee, or arising out of such person's status as such a Trustee, Officer, or employee.

Article 9 - Repeals and Amendments

This code of Regulations may be amended or repealed by a two-thirds (2/3) affirmative vote by Trustees present at an authorized meeting of the Board of Trustees.

Amended: April 2014

Amended: April 2015

Amended: April 2016

Amended: May 2017

Amended: June 2018